

# **EXHIBIT 32-A**

MINUTES

VOLUME

X

MILWAUKEE

GAS LIGHT CO.

HEMILLAN PATENT



STUD NUMBER  
146

M77801

DESKS  
CHAIRS

**WESTS**

FILING  
CABINETS

ESTABLISHED 1867  
628-630 N. WATER ST.  
MILWAUKEE, WIS.  
TELEPHONE MARQUETTE 2480

269873

FOR EXACT DUPLICATE ORDER ABOVE NO.



FRONT



# MILWAUKEE GAS LIGHT COMPANY

## Special Meeting of Stockholders

Milwaukee, Wis., July 12, 1939 -  
9:00 A.M.

Pursuant to the By-Laws and at least ten days' notice published in the Milwaukee Sentinel and The Milwaukee Journal, as per proofs of publication on file, and ten days' notice mailed to the common stockholders individually, a special meeting of the stockholders of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Wednesday, July 12, 1939, at 9:00 o'clock A.M.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

PROOF OF NOTICE OF MEETING: The Secretary reported that notice of this meeting had been given in at least two of the daily newspapers published in the City of Milwaukee, as required by the By-Laws, and submitted affidavit of T. P. Leipzig, dated June 30, 1939, in proof of publication in the Milwaukee Sentinel, and affidavit of Louis J. Gilg, dated June 30, 1939, in proof of such publication in The Milwaukee Journal; that notice of this meeting had been mailed to each common stockholder on July 1, 1939 and submitted affidavit of Ethel M. Smith, dated July 10, 1939, in proof of such mailing. Said affidavits were ordered filed and are appended to these minutes as pages 5 to 7 inclusive.

STOCKHOLDERS PRESENT: A certified alphabetical list of the common stockholders of the corporation was presented, and upon call of the list it was found that there were present in person or represented by proxy common stockholders of the corporation as follows:

<u>Present in Person</u>	<u>Shares</u>
Lindsay, H. F.	1
Rahn, B.	1
Smith, L. T.	1
Total	3

<u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	175,887
Anger, Arthur H.	1
Messinger, C. R.	1
Total	175,889
Grand Total	175,892

## MILWAUKEE GAS LIGHT COMPANY

-2- Special Meeting of Stockholders - 7/12/39 (Cont.)

There were thus present in person stockholders of the corporation holding 3 shares of common stock, and represented by proxy, stockholders of the corporation holding 175,889 shares of common stock, or a total of 175,892 shares, being more than a majority of the total number of shares of common stock outstanding and entitled to vote. The certified list of common stockholders is appended to these minutes as pages 8 to 10 inclusive.

INSPECTION OF PROXIES: The Chairman appointed Messrs. H. F. Lindsay and L. T. Smith tellers to canvass the proxies presented at the meeting and to report to the meeting what common stockholders were present in person or by proxy.

REPORT OF TELLERS: The tellers thereupon canvassed the proxies presented and compared the same with the list of common stockholders and reported that common stockholders were present in person or by proxy as above stated. The tellers' report was ordered filed and together with the proxies is appended to these minutes as pages 11 to 14 inclusive.

APPROVAL OF MINUTES: The Secretary then presented the minutes of the last meeting of the Stockholders held on February 6, 1939, which were read and approved.

The President stated that the purpose of the meeting was to consider and act upon the questions of amending the Charter of this company in accordance with the recommendations of the Board of Directors as set forth in the resolution calling this meeting, which was passed at the Special Meeting of the Board of Directors held on June 8, 1939, and as set forth in the notice of this meeting which was mailed to each common stockholder on July 1, 1939, and a copy of which is appended to these minutes as page 7.

CHANGE IN CAPITAL STOCK: Thereupon, on motion of Mr. H. F. Lindsay, duly seconded, it was unanimously

RESOLVED, that the Charter of Milwaukee Gas Light Company, and particularly Section 2 (a) thereof, shall be and it is hereby amended so that, as amended, said Section 2 (a) shall read as follows:

"Sec. 2 (a) The capital stock of said Company shall be Fifteen Million Dollars (\$15,000,000) divided into two hundred eighty thousand (280,000) shares. Two hundred sixty thousand (260,000) of such shares of Fifty Dollars (\$50) each shall be Common Stock and twenty thousand (20,000) of such shares of One Hundred Dollars (\$100) each shall be Preferred Stock."



3

MILWAUKEE GAS LIGHT COMPANY

-3- Special Meeting of Stockholders - 7/12/39 (Cont.)

ENLARGING THE TERRITORY AND PURPOSES OF THE COMPANY: On Motion of  
Mr. H. F. Lindsay, duly seconded, it was unanimously

RESOLVED, that the Charter of Milwaukee Gas Light Company shall be and it is hereby amended by adding to and making a part of such Charter the following:

Section 11. The purposes for which said Company is organized, in addition to but not in contravention of or in any manner altering, amending or rescinding any other purposes set forth or any other powers or authority granted in or possessed or enjoyed under or by virtue of this Charter, are the acquiring, buying, manufacturing, leasing, selling, transporting and disposing of gas of every kind made from any and all substances and combinations thereof; the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving and dealing in goods, wares, commodities, and merchandise and chattels of every kind, and particularly the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving, and dealing in appliances, machinery and equipment relating to any or all of the foregoing; the acquiring, buying, selling, holding, pledging, disposing of, exchanging, receiving, and dealing in bonds, notes, mortgages, stocks and securities of every kind; the acquiring, buying, selling, leasing, holding, pledging, disposing of, exchanging, receiving, and dealing in all kinds of real and personal property, tangible or intangible and wheresoever situated and including (without by this specification in any way limiting the generality of the foregoing) the dealing in real property and fixtures, improvements, and chattels real and the mortgaging, holding, buying, pledging, transporting and disposing of the same in any manner whatsoever; the loaning of money on security or otherwise; the carrying on, developing, and extending the business or any of the businesses above referred to; the doing of all things necessary or incidental to any of the foregoing; and the conduct of a gas utility business or mercantile, manufacturing, trading, security, investment and real estate businesses of every kind at any and all places, and each and all of said purposes and businesses may be pursued and conducted within and without the State of Wisconsin.

## MILWAUKEE GAS LIGHT COMPANY

-4- Special Meeting of Stockholders - 7/12/39 (Cont.)

AUTHORIZING THE BOARD OF DIRECTORS AND THE OFFICERS TO POSTPONE  
FILING OF THE FOREGOING AMENDMENTS UNTIL THE SECURITIES AND EX-  
CHANGE COMMISSION HAS APPROVED PLAN OF CONSOLIDATION:

On motion of Mr. B. Rahn, duly seconded, it was unani-  
mously

RESOLVED, that the Board of Directors and the of-  
ficers of Milwaukee Gas Light Company be and each of  
them is hereby authorized and empowered to postpone  
and delay filing, recording or in any other manner mak-  
ing effective the amendments to the Charter of said com-  
pany heretofore in and by this meeting adopted until the  
Securities and Exchange Commission has approved the pro-  
posed plan of reorganization of Wauwatosa Gas Company,  
West Allis Gas Company, Lakeshore Gas Company, Wiscon-  
sin Eastern Gas Company and Milwaukee Gas Light Company  
embodied in the form of a combined application, as  
amended, made to said Commission by American Light &  
Traction Company and the aforementioned companies, pre-  
sented to this meeting for examination, if in the judg-  
ment of said Board of Directors and said officers it  
appears necessary or advisable so to postpone or delay  
filing, recording or in any other manner making effect-  
ive the said amendments.

ADJOURNMENT: On motion, duly seconded, the meeting adjourned to  
Friday, August 11, 1939, at 9:00 o'clock A.M.

  
Secretary.



MILWAUKEE GAS LIGHT COMPANY

TO THE STOCKHOLDERS OF MILWAUKEE GAS LIGHT COMPANY

NOTICE IS HEREBY GIVEN that a Special Meeting of the Stockholders of Milwaukee Gas Light Company will be held at the office of the company, at 626 East Wisconsin Avenue, in the City of Milwaukee, Wisconsin, on the 12th day of July, 1939, at 9:00 o'clock in the forenoon, for the purpose of considering and acting upon the questions of:

(1) Amending Section 2 (a) of the Charter of said Company so that as amended said Section 2 (a) shall read as follows:

"Sec. 2. (a) The capital stock of said Company shall be Fifteen Million Dollars (\$15,000,000) divided into two hundred eighty thousand (280,000) shares. Two hundred sixty thousand (260,000) of such shares of Fifty dollars (\$50) each shall be Common Stock and twenty thousand (20,000) of such shares of One Hundred Dollars (\$100) each shall be Preferred Stock."

(2) Amending the Charter of said Company by adding to and making a part of such Charter the following:

Section 11. The purposes for which said Company is organized, in addition to but not in contravention of or in any manner altering, amending or rescinding any other purposes set forth or any other powers or authority granted in or possessed or enjoyed under or by virtue of this Charter, are the acquiring, buying, manufacturing, leasing, selling, transporting and disposing of gas of every kind made from any and all substances and combinations thereof; the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving and dealing in goods, wares, commodities, and merchandise and chattels of every kind, and particularly the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving, and dealing in appliances, machinery and equipment relating to any or all of the foregoing; the acquiring, buying, selling, holding, pledging, disposing of, exchanging, receiving, and dealing in bonds, notes, mortgages, stocks and securities of every kind; the acquiring, buying, selling, leasing, holding, pledging, disposing of, exchanging, receiving, and dealing in all kinds of real and personal property, tangible or intangible and wherever situated and including (without by this specification in any way limiting the generality of the foregoing) the dealing in real property and fixtures, improvements, and chattels real and the mortgaging, holding, buying, pledging, transporting and disposing of the same in any manner whatsoever; the loaning of money on security or otherwise; the carrying on, developing and extending the business or any of the businesses above referred to; the doing of all things necessary or incidental to any of the foregoing; and the conduct of a gas utility business or mercantile, manufacturing, trading, security, investment and real estate businesses of every kind at any and all places, and each and all of said purposes and businesses may be pursued and conducted within and without the State of Wisconsin;

and for the transaction of such other business as may properly come before such meeting.

By Order of the Board of Directors  
(Signed) L. T. SMITH  
Secretary

Dated: July 1, 1939

TO THE STOCKHOLDERS OF MILWAUKEE GAS LIGHT COMPANY

NOTICE IS HEREBY GIVEN that a Special Meeting of the Stockholders of Milwaukee Gas Light Company will be held at the office of the company, at 626 East Wisconsin Avenue, in the City of Milwaukee, Wisconsin, on the 12th day of July, 1939, at 9:00 o'clock in the forenoon, for the purpose of considering and acting upon the questions of:

(1) Amending Section 2 (a) of the Charter of said Company so that as amended said Section 2 (a) shall read as follows: "Sec. 2. (a) The capital stock of said Company shall be Fifteen Million Dollars (\$15,000,000) divided into two hundred eighty thousand (280,000) shares. Two hundred sixty thousand (260,000) of such shares of Fifty dollars (\$50) each shall be Common Stock and twenty thousand (20,000) of such shares of One Hundred Dollars (\$100) each shall be Preferred Stock."

(2) Amending the Charter of said Company by adding to and making a part of such Charter the following:

Section 11. The purposes for which said Company is organized, in addition to but not in contravention of or in any manner altering, amending or rescinding any other purposes set forth or any other powers or authority granted in or possessed or enjoyed under or by virtue of this Charter, are the acquiring, buying, manufacturing, leasing, selling, transporting and disposing of gas of every kind made from any and all substances and combinations thereof; the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving, and dealing in goods, wares, commodities, and merchandise and chattels of every kind, and particularly the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving, and dealing in appliances, machinery and equipment relating to any or all of the foregoing; the acquiring, buying, selling, holding, pledging, disposing of, exchanging, receiving, and dealing in bonds, notes, mortgages, stocks and securities of every kind; the acquiring, buying, selling, leasing, holding, pledging, disposing of, exchanging, receiving, and dealing in all kinds of real and personal property, tangible or intangible and wherever situated and including (without by this specification in any way limiting the generality of the foregoing) the dealing in real property and fixtures, improvements, and chattels real and the mortgaging, holding, buying, pledging, transporting and disposing of the same in any manner whatsoever; the loaning of money on security or otherwise; the carrying on, developing and extending the business or any of the businesses above referred to; the doing of all things necessary or incidental to any of the foregoing; and the conduct of a gas utility business or mercantile, manufacturing, trading, security, investment and real estate businesses of every kind at any and all places, and each and all of said purposes and businesses may be pursued and conducted within and without the State of Wisconsin;

and for the transaction of such other business as may properly come before such meeting.

By Order of the Board of Directors  
(Signed) L. T. SMITH  
Secretary

Dated: July 1, 1939

CONSIN,  
COUNTY. } ss.

T. P. Leipzig....., being duly sworn, says that he is the foreman of the printers of the MILWAUKEE SENTINEL, which is a public newspaper of general circulation, printed and published in the City of Milwaukee, in said county; that a notice, of which the printed one hereto attached is a true copy, was published in said newspaper on the following date:

June 30, 1939

that the said MILWAUKEE SENTINEL is a newspaper printed in the English language, and that said printed copy was taken from said newspaper.

T. P. Leipzig

to before me

1939

Chas. J. Simpson

Notary Public, Milwaukee County.  
My Commission Expires Sept. 6, 1942

Affidavit of Publication

consin, } ss.  
nty.

....., being duly sworn, says that he is the foreman of the printers of The Milwaukee Journal, which is a public newspaper of general circulation, printed and published in the city of Milwaukee, in said county; that a notice, of which the printed one hereto attached is a true copy, was published in said newspaper on the.....**Twenty-ninth**.....day of ..**June**....., 1939., and once in each and every week thereafter for...**one**...~~xxxxxx~~...~~xxxxxx~~...~~xxxxxx~~...; that the date of the last of such publications was the...**29th**...day of.....**June**.....A. D., 1939.; and that said publication was made once in each ~~xxxx~~ **day** for.....**one**.....~~xxxxxx~~ **day** in all. That the said Milwaukee Journal is a newspaper printed in the English language and that said printed copy was taken from said newspaper.

T. P. Leipzig

Subscribed and sworn to before me this .....**30**..... day of ..**June**.....A. D., 1939.

Notary Public, Milwaukee County, Wisconsin

## MILWAUKEE GAS LIGHT COMPANY

AFFIDAVIT

STATE OF WISCONSIN )  
                          ) ss.  
County of Milwaukee)

I, ETHEL M. SMITH, being duly sworn, depose and say that I am in the employ of Milwaukee Gas Light Company as Stenographer and Clerk in the office of the Secretary of said Company; that on the 1st day of July, 1939, I had addressed and caused to be mailed, and know of my own knowledge that there was deposited in the Post Office at Milwaukee, Wisconsin, to be mailed, notices of Special Meeting of Stockholders of Milwaukee Gas Light Company, addressed to each stockholder as his address appeared on the Stock Book of the Company at that date, and that the attached is a true copy of the notice so mailed.

Ethel M. Smith

Subscribed and sworn to before me  
this 10<sup>th</sup> day of July, 1939.

M. Luntz  
Notary Public, Milwaukee County, Wis.

My commission expires Nov. 8, 1942



**MILWAUKEE GAS LIGHT COMPANY**

EAST WISCONSIN AVE. AT NORTH VAN BUREN ST.

**MILWAUKEE**

B. RAHN  
PRESIDENT  
E. HAASE  
VICE-PRESIDENT  
B. T. FRANCK  
VICE-PRESIDENT - SALES & SERVICE  
L. T. SMITH  
SECRETARY & TREASURER  
R. JOHNSON  
ASST. SECRETARY & ASST. TREASURER  
E. DICKOW  
ASST. SECRETARY & ASST. TREASURER

To the Stockholders of  
Milwaukee Gas Light Company

NOTICE IS HEREBY GIVEN that a Special Meeting of the Stockholders of Milwaukee Gas Light Company will be held at the office of the company, at 626 East Wisconsin Avenue, in the City of Milwaukee, Wisconsin, on the 12th day of July, 1939, at 9:00 o'clock in the forenoon, for the purpose of considering and acting upon the questions of:

(1) Amending Section 2 (a) of the Charter of said Company so that as amended said Section 2 (a) shall read as follows:

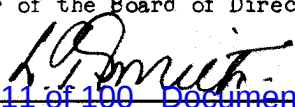
"Sec.2. (a) The capital stock of said Company shall be Fifteen Million Dollars (\$15,000,000) divided into two hundred eighty thousand (280,000) shares. Two hundred sixty thousand (260,000) of such shares of Fifty Dollars (\$50) each shall be Common Stock and twenty thousand (20,000) of such shares of One Hundred Dollars (\$100) each shall be Preferred Stock."

(2) Amending the Charter of said Company by adding to and making a part of such Charter the following:

Section 11. The purposes for which said Company is organized, in addition to but not in contravention of or in any manner altering, amending or rescinding any other purposes set forth or any other powers or authority granted in or possessed or enjoyed under or by virtue of this Charter, are the acquiring, buying, manufacturing, leasing, selling, transporting and disposing of gas of every kind made from any and all substances and combinations thereof; the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving and dealing in goods, wares, commodities, and merchandise and chattels of every kind, and particularly the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving, and dealing in appliances, machinery and equipment relating to any or all of the foregoing; the acquiring, buying, selling, holding, pledging, disposing of; exchanging, receiving, and dealing in bonds, notes, mortgages, stocks and securities of every kind; the acquiring, buying, selling, leasing, holding, pledging, disposing of, exchanging, receiving, and dealing in all kinds of real and personal property, tangible or intangible and wheresoever situated and including (without by this specification in any way limiting the generality of the foregoing) the dealing in real property and fixtures, improvements, and chattels real and the mortgaging, holding, buying, pledging, transporting and disposing of the same in any manner whatsoever; the loaning of money on security or otherwise; the carrying on, developing and extending the business or any of the businesses above referred to; the doing of all things necessary or incidental to any of the foregoing; and the conduct of a gas utility business or mercantile, manufacturing, trading, security, investment and real estate businesses of every kind at any and all places, and each and all of said purposes and businesses may be pursued and conducted within and without the State of Wisconsin;

and for the transaction of such other business as may properly come before such meeting.

By Order of the Board of Directors



Case 2:20-cv-01334-SCD Filed 01/27/23 Page 11 of 100 Document 50-43

Dated: July 1, 1939

Secretary

WG-ANR-00082752

## MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSJULY 12, 1939

	<u>Number of Shares</u>
American Light & Traction Co. 105 West Adams St., Room 2200, Chicago, Ill.....	175,887
Ethel B. Scully Alden Route 4, Fort Wayne, Ind.....	18
Anderson & Co. c/o Fidelity-Philadelphia Trust Co. 135 South Broad St., Philadelphia, Pa.....	125
Arthur H. Anger 2669 No. Terrace Ave., Milwaukee, Wis.....	1
Emily B. Bayley c/o E. W. Clark & Co. 321 Chestnut St., Philadelphia, Pa.....	36
Edward F. Beatty 1517 Locust St., Philadelphia, Pa.....	3
R. B. Brown 626 E. Wisconsin Ave., Milwaukee, Wis.....	45
Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	21
Mrs. Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	61
Harold S. Colton Flagstaff, Arizona.....	100
Maria B. Curtis c/o Green & Beatty Gleave Hall Bldg., Media, Delaware Co., Pa.....	16
Walter Davidson 3700 W. Juneau Ave., Milwaukee, Wis.....	1
John H. Doeblor 1044 West 4th St., Williamsport, Pa.....	54
Walstein F. Douthirt 52 William St., New York City, N. Y.....	25
Fidelity-Philadelphia Trust Co., Harold Sellers Colton & Robt. P. Esty, Trustees u/w of Sabin W. Colton, Jr., Dec'd. c/o Fidelity-Philadelphia Trust Co., Trust Dept. 135 So. Broad St., Philadelphia, Pa.....	1,219
Lucy Ripley Fox 2015 No. Lake Drive, Milwaukee, Wis.....	72
Alfred Morton Githens 101 Park Ave., New York, N.Y.....	12
Thomas S. Githens Aldan Park Manor Wissahickon & Cheltenham Aves., Gtn., Philadelphia, Pa.....	12
Elsabeth L. Glass 925 E. Wells St., Milwaukee, Wis.....	39



MILWAUKEE GAS LIGHT COMPANY  
CERTIFIED LIST OF COMMON STOCKHOLDERS

JULY 12, 1939

	<u>Number of Shares</u>
Louise Gregg	
2919 No. Hackett Ave., Milwaukee, Wis.....	18
Ewald Haase	
626 E. Wisconsin Ave., Milwaukee, Wis.....	39
Integrity Trust Co. and Susan S. Jardella, Trustees under the will of Evaleen Y. Sullivan, Dec'd. c/o Trust Dept., 16th & Walnut Sts., Philadelphia, Pa.....	223
John Knickerbacker	
86 First St., Troy, New York.....	558
Herbert F. Lindsay	
126 So. Second St., Milwaukee, Wis.....	1
Edith Madeira	
The Newport	
16th & Spruce St., Philadelphia, Pa.....	54
C. R. Messinger	
c/o Chain Belt Co.	
1600 West Bruce St., Milwaukee, Wis.....	1
The Fifth Ave. Bank of New York	
Account of Hannah S. Molony	
530 Fifth Ave., New York, N. Y.....	41
Katherine M. Morris	
323 West Mermaid Ave., Chestnut Hill, Philadelphia, Pa.....	54
George R. Nichols	
1531 Locust St., Philadelphia, Pa.....	46
John Arthur Brown, Substituted Trustee under will of Catharine Procter, Dec'd.	
1535 Land Title Bldg., Philadelphia, Pa.....	17
Bruno Rahn	
626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Cornelia W. Roebling	
#1 West State St., Trenton, N. J.....	1,052
Fred W. Rogers	
1310 - 1st Wis. Nat'l. Bank Bldg., Milwaukee, Wis.....	1
Howard C. Rogers	
742 - 4th Ave., Upper Troy, New York.....	3
G. T. Shoemaker	
c/o American Light & Traction Co.	
105 West Adams St., Chicago, Ill.....	1
Louis T. Smith	
626 E. Wisconsin Ave., Milwaukee, Wis.....	1
George Stevens	
P. O. Box 506, Lowell, Mass.....	113

**MILWAUKEE GAS LIGHT COMPANY**  
**CERTIFIED LIST OF COMMON STOCKHOLDERS**

JULY 12, 1939

	<u>Number of Shares</u>
Mary R. White, Louis Quarles & Marshall & Ilsley Bank, Trustees of the Trust created by last will & testament of Edwin E. White, Dec'd. 721 No. Water St., Milwaukee, Wis.....	24
Wonham, Albert & Co. 64 Wall St., New York, N.Y.....	<u>5</u>
<b>Total</b>	<u><u>180,000</u></u>

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I, L. T. SMITH, Secretary of Milwaukee Gas Light Company, a corporation organized and existing under the laws of the State of Wisconsin, do hereby certify that the above statement of Stockholders of Record of this corporation with the number of shares owned by each, represents the total issued and outstanding common capital stock of the said corporation as shown by the books of the corporation at the opening of business on the 12th day of July, 1939.

I further certify that such stockholders are entitled to vote and to cast the number of votes indicated by the number of shares on said statement.

12<sup>th</sup> WITNESS my hand and seal of said Corporation this  
day of July, 1939.

*L. T. Smith*  
Secretary.



# MILWAUKEE GAS LIGHT COMPANY

Milwaukee, Wisconsin  
July 12, 1939

To the Meeting of Stockholders of  
Milwaukee Gas Light Company.

The undersigned inspectors of election hereby report that they have canvassed the powers of attorney presented at the meeting and compared them with the list of stockholders of Common Stock and find that the holders of 3 shares of Common Capital Stock of the Company are present in person, and the holders of 175,889 shares are present by proxy, as per the following list:

<u>Present in Person</u>	<u>Shares</u>
<u>B. Rahn</u>	<u>1</u>
<u>L. T. Smith</u>	<u>1</u>
<u>H. F. Lindsay</u>	<u>1</u>
<b>Total</b>	<b><u>3</u></b>

<u>Present by Proxy</u>		
American Light & Traction Co., by B. Rahn		175,887
Anger, Arthur H.	" "	<u>1</u>
Messinger, C. R.	" "	<u>1</u>
<b>Total</b>		<b><u>175,889</u></b>
<b>Grand Total</b>		<b><u>175,892</u></b>

Signed:

H. F. Lindsay  
L. T. Smith

AMERICAN LIGHT & TRACTION COMPANY  
PROXY FOR SPECIAL MEETING OF STOCKHOLDERS

of

Milwaukee Gas Light Company

to be held July 12, 1939.

KNOW ALL MEN BY THESE PRESENTS, that AMERICAN LIGHT & TRACTION COMPANY, a corporation organized under the laws of the State of New Jersey, has made, constituted and appointed, and hereby does make, constitute, and appoint Bruno Rahn, Ewald Haase and L. T. Smith or either of them, its true and lawful attorneys, or attorney, for it and in its name, place and stead, to vote on all stock owned by it in Milwaukee Gas Light Company on any and all matters and questions arising at the special meeting of the stockholders of said company to be held on July 12, 1939, at 9 o'clock A.M., or any adjournment thereof, with full power of substitution in the premises, hereby ratifying and confirming all that its said attorney, or substitutes, shall lawfully do or cause to be done in the premises by virtue hereof.

In Witness Whereof, AMERICAN LIGHT & TRACTION COMPANY has caused these presents to be subscribed in its corporate name by its duly authorized officers and its corporate seal to be hereunto affixed this 6th day of July, 1939.

Attest:

.....  
Asst. Secretary,

AMERICAN LIGHT & TRACTION COMPANY,

.....  
Vice President.

Signed, sealed and delivered  
in the presence of:

.....  
W. J. Sack



MILWAUKEE GAS LIGHT COMPANYPROXY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, owner of common capital stock of MILWAUKEE GAS LIGHT COMPANY, a Wisconsin corporation, does hereby appoint

BRUNO RAHN AND LOUIS T. SMITH

or either of them, the lawful attorney, agent and proxy of the undersigned, with full power of substitution for and in the name, place and stead of the undersigned to vote on all of the common capital stock held or owned by the undersigned in said Company at the Special Meeting of the Stockholders of said Company called to be held at 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 12th day of July, 1939, at 9:00 o'clock A.M., and at any adjournment or adjournments thereof. Said attorney, agent and proxy is further authorized to do all acts and things which the undersigned would be entitled to do if personally present, and to vote on all amendments of the Articles of Incorporation, the undersigned hereby revoking any proxy or proxies heretofore given to vote such stock and ratifying and confirming all that said attorney, agent or proxy, or his substitute, may lawfully do by virtue hereof.

Dated: July 6<sup>th</sup>, 1939.

In Presence of:

Robert M. Smith

W. H. Anger

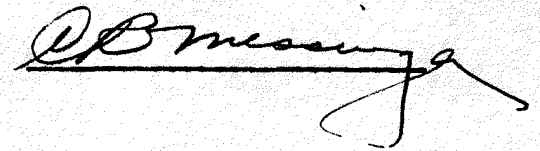
MILWAUKEE GAS LIGHT COMPANYPROXY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, owner of common capital stock of MILWAUKEE GAS LIGHT COMPANY, a Wisconsin corporation, does hereby appoint

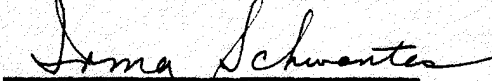
BRUNO RAHN AND LOUIS T. SMITH

or either of them, the lawful attorney, agent and proxy of the undersigned, with full power of substitution for and in the name, place and stead of the undersigned to vote on all of the common capital stock held or owned by the undersigned in said Company at the Special Meeting of the Stockholders of said Company called to be held at 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 12th day of July, 1939, at 9:00 o'clock A.M., and at any adjournment or adjournments thereof. Said attorney, agent and proxy is further authorized to do all acts and things which the undersigned would be entitled to do if personally present, and to vote on all amendments of the Articles of Incorporation, the undersigned hereby revoking any proxy or proxies heretofore given to vote such stock and ratifying and confirming all that said attorney, agent or proxy, or his substitute, may lawfully do by virtue hereof.

Dated: July 10, 1939.



In Presence of:





## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., July 17-1939  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, July 17, 1939, at 4:00 o'clock, P.M.

DIRECTORS PRESENT: Messrs. W. Davidson, H. Lindsay, C. R. Messinger, B. Rahn, G. T. Shoemaker and L. T. Smith.

DIRECTORS ABSENT: Messrs. A. Anger, E. Haase and F. Rogers.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on June 19, 1939, which were read and approved.

REPORT: The financial and operating report of the company for the month of June was submitted and after discussion ordered filed.

CONSOLIDATION MATTER: The President informed the Board of the action of the officers in the progress so far made relative to the consolidation of the Wauwatosa Gas Company, West Allis Gas Company, Lakeshore Gas Company and Wisconsin Eastern Gas Company with the Milwaukee Gas Light Company.

The Securities and Exchange Commission held a hearing regarding this matter, at which the officers and the companies' attorneys appeared. He informed the Board that the findings and order of the Commission was received today (July 17) approving this transaction, and that accordingly the effective date of this consolidation will be July 31-1939, and that there is being filed today with the Secretary of State of Wisconsin a Certificate of Amendment to the Articles of Incorporation, whereby the capital stock of this company shall be Fifteen Million Dollars (\$15,000,000) divided into two hundred eighty thousand (280,000) shares. Two hundred sixty thousand (260,000) of such shares of Fifty Dollars (\$50) each shall be common stock and twenty thousand (20,000) of such shares of One Hundred Dollars (\$100) each shall be preferred Stock.

This amendment to the Charter, and also the amendment enlarging the purposes of this company, was made by resolution of the stockholders at a Special Meeting held on July 12, 1939.

After discussion, the action so far taken by the officers was approved.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. T. Smith*

Secretary.

MILWAUKEE GAS LIGHT COMPANY


Adjourned Special Meeting of Stockholders

- - - - -

Milwaukee, Wis., August 11-1939  
9:00 A.M.

Pursuant to adjournment of the Special Meeting of Stockholders held at the office of the Company in the City of Milwaukee, on the 12th day of July 1939, at 9:00 o'clock A.M., the meeting of said Stockholders reconvened at the Company's office in Milwaukee on the 11th day of August 1939, at 9:00 o'clock A.M.

ADJOURNMENT: There being no business to transact, on motion of Mr. Anger, duly seconded, the meeting adjourned.

  
Secretary



MILWAUKEE GAS LIGHT COMPANY

Special Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., August 11-1939  
11:00 A.M.

Pursuant to call, due notice having been given, a special meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the Company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, this 11th day of August, 1939, at 11:00 o'clock A.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, H. Lindsay, C. R. Messinger, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. E. Haase, F. Rogers and G. T. Shoemaker.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on July 17, 1939, which were read and approved.

CERTIFICATE OF THE AMENDMENTS OF THE ARTICLES OF INCORPORATION RECEIVED FROM THE SECRETARY OF STATE: The Secretary reported that he had received from the Secretary of State, Certificate of the Amendments of the Articles of Incorporation changing the capital stock and enlarging the territory and business of the company, and that same had been recorded in the office of the Register of Deeds of Milwaukee County on July 20, 1939. A copy of the Certificate of Amendments is appended to these minutes as pages 20 to 25 inclusive.

RATIFYING ALL ACTION TAKEN BY THE OFFICERS IN CONNECTION WITH THE PLAN OF REORGANIZATION FOR THE CONSOLIDATION OF THE SUBURBAN COMPANIES WITH MILWAUKEE GAS LIGHT COMPANY:

The meeting then proceeded to act upon the questions and other business, pursuant to notice of this meeting given to each member of the Board of Directors on August 5, 1939.

After careful discussion, and upon motion of Mr. Messinger, duly seconded, the following resolutions were adopted:

WHEREAS, this Board of Directors of Milwaukee Gas Light Company has heretofore approved and confirmed the plan of reorganization for the consolidation of Wauwatosa Gas Company, West Allis Gas Company, Lakeshore Gas Company and Wisconsin

## MILWAUKEE GAS LIGHT COMPANY

-2- Special Meeting of the Board of Directors 8/11/39 (Cont.)

Eastern Gas Company (hereinafter in these resolutions referred to, collectively, as the "suburban companies") with Milwaukee Gas Light Company, and each of the several transactions involved in such plan, and has authorized, empowered and directed the officers of this corporation, on its behalf, to do and perform all such acts and things, to make all such payments and to make, execute and deliver all such instruments, consents, stock certificates and other documents as might be deemed necessary or advisable by them to accomplish such plan and such transactions; and

WHEREAS, the President of this corporation has informed this meeting that such plan of reorganization has been consummated;

RESOLVED, that all acts and things done and performed, all payments made and all instruments, consents, stock certificates and other documents made, executed and delivered, on behalf of this corporation, by its officers to accomplish such plan or to carry out the tenor and purport of the resolutions with reference to such plan heretofore adopted by this Board of Directors, be and each of them is hereby approved and confirmed;

RESOLVED, that the acceptance by this corporation from the suburban companies, as of July 31, 1939, in trust for the account of the persons entitled thereto, of the sum of \$69,067.76, said by the respective suburban companies to be equal to their liabilities for customers' deposits and provision made for taxes accrued, which liabilities were not assumed by this corporation, be and it is hereby approved and confirmed;

RESOLVED, that the acquisition by this corporation, as of July 31, 1939, of all of the properties, assets, franchises and permits (including current assets and cash then remaining) of the suburban companies in exchange for \$3,748,300. aggregate par amount of Common Stock of this corporation, which said amount was equal to the aggregate par value of the capital stock of the suburban companies outstanding at such date, be and it is hereby approved and confirmed;

RESOLVED, that the issuance by this corporation to the suburban companies, as of July 31, 1939, of 74,966 shares of the Common Stock of this corporation having an aggregate par value of \$3,748,300, in exchange for the properties, assets, franchises and permits of the suburban companies, be and it is hereby approved and confirmed;

RESOLVED, that it is the opinion of this Board of Directors that said 74,966 shares of the Common Stock of this corporation, of an aggregate par value of \$3,748,300, referred to in the next preceding resolution, were issued in consideration of property

## MILWAUKEE GAS LIGHT COMPANY

-3- Special Meeting of the Board of Directors 8/11/39 (Cont.)

estimated at its true money value, actually received by this corporation, equal to the par value of said stock;

RESOLVED, that the purchase, as of July 31, 1939, by this corporation from American Light & Traction Company, at par, of 32,966 shares of the Common Stock of this corporation of an aggregate par value of \$1,648,300, be and it is hereby approved and confirmed; and that the payment by this corporation to American Light & Traction Company of the sum of \$1,351,200 in cash, and the incurring by this corporation of an indebtedness to American Light & Traction Company, on open account, without interest, in the amount of \$297,100, as and for the purchase price of said 32,966 shares of Common Stock, be and it is hereby approved and confirmed;

RESOLVED, that the 32,966 shares of the Common Stock of this corporation purchased from American Light & Traction Company, and referred to in the next preceding resolution, in accordance with the conditions of such sale be and they are hereby cancelled, extinguished and retired;

RESOLVED, that the acquisition, as of July 31, 1939, by this corporation from American Light & Traction Company, of 42,000 shares of the Common Stock of this corporation of an aggregate par value of \$2,100,000 as a capital contribution by American Light & Traction Company, be and it is hereby approved and confirmed;

RESOLVED, that the 42,000 shares of the Common Stock of this corporation acquired from American Light & Traction Company as a capital contribution, and referred to in the next preceding resolution, in accordance with the conditions of such contribution be and they are hereby cancelled, extinguished and retired;

RESOLVED, that the writing off by this corporation of \$2,100,000 of intangibles in its utility plant account against the capital surplus of this corporation created by the capital contribution referred to in the next preceding resolution, which said write off was a condition of such contribution, be and it is hereby approved and confirmed; and

RESOLVED, that the officers of this corporation be and each of them is hereby authorized, empowered and directed, on behalf of this corporation, to do and perform all such acts and things as may be deemed necessary or advisable by them to carry out the tenor and purport of these resolutions.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*H. P. Smith*

Secretary



## MILWAUKEE GAS LIGHT COMPANY

COPY

Amendment

UNITED STATES OF AMERICA  
- - - - -State of Wisconsin, )  
Department of State ) ss.

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, Fred R. Zimmerman, Secretary of State of the State of Wisconsin, do hereby certify that a copy of Amendment of the Articles of Organization of

Milwaukee Gas Light Company

of which the hereto attached is a duplicate copy, was on the 18th day of July A.D. 1939, accepted and filed in the Department of State.

(SEAL)

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at the Capitol, in the city of Madison, this 18th day of July, A.D. 1939.

(Signed) Fred R. Zimmerman

Secretary of State

THIS COPY MUST BE RECORDED WITH THE REGISTER OF DEEDS

## MILWAUKEE GAS LIGHT COMPANY

COPY

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
MILWAUKEE GAS LIGHT COMPANY

RESOLVED, that the Charter of Milwaukee Gas Light Company, and particularly Section 2 (a) thereof, shall be and it is hereby amended so that, as amended, said Section 2 (a) shall read as follows:

"Sec. 2 (a) The capital stock of said Company shall be Fifteen Million Dollars (\$15,000,000) divided into two hundred eighty thousand (280,000) shares. Two hundred sixty thousand (260,000) of such shares of Fifty Dollars (\$50) each shall be Common Stock and twenty thousand (20,000) of such shares of One Hundred Dollars (\$100) each shall be Preferred Stock."

RESOLVED, that the Charter of Milwaukee Gas Light Company shall be and it is hereby amended by adding to and making a part of such Charter the following:

Section 11. The purposes for which said Company is organized, in addition to but not in contravention of or in any manner altering, amending or rescinding any other purposes set forth or any other powers or authority granted in or possessed or enjoyed under or by virtue of this Charter, are the acquiring, buying, manufacturing, leasing, selling, transporting and disposing of gas of every kind made from any and all substances and combinations thereof; the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving and dealing in goods, wares, commodities, and merchandise and chattels of every kind, and particularly the acquiring, buying, designing, manufacturing, leasing, holding, pledging, selling, transporting, disposing of, exchanging, receiving, and dealing in appliances, machinery and equipment relating to any or all of the foregoing; the acquiring, buying, selling, holding, pledging, disposing of, exchanging, receiving, and dealing in bonds, notes, mortgages, stocks and securities of every kind; the acquiring, buying, selling, leasing, holding, pledging, disposing of, exchanging, receiving, and dealing in all kinds of real and personal property, tangible or intangible and wheresoever situated and including (without by this specification in any way limiting the generality of the foregoing) the dealing in real property and fixtures, improvements, and chattels real and the mortgaging, holding, buying, pledging, transporting and disposing

## MILWAUKEE GAS LIGHT COMPANY

## -2- Certificate of Amendment to Articles of Incorporation (Cont.)

of the same in any manner whatsoever; the loaning of money on security or otherwise; the carrying on, developing, and extending the business or any of the businesses above referred to; the doing of all things necessary or incidental to any of the foregoing; and the conduct of a gas utility business or mercantile, manufacturing, trading, security, investment and real estate businesses of every kind at any and all places, and each and all of said purposes and businesses may be pursued and conducted within and without the State of Wisconsin.

-----

STATE OF WISCONSIN    )  
                              ( ss.  
MILWAUKEE COUNTY     )

We, the undersigned, Milwaukee Gas Light Company, a Wisconsin corporation, and Bruno Rahm and L. T. Smith, as respectively the President and Secretary of Milwaukee Gas Light Company, do hereby certify that the foregoing is a true copy of the resolutions of amendment to the Articles of Incorporation of said corporation duly adopted at a special meeting of the common stockholders of said corporation held in the City of Milwaukee, State of Wisconsin, on the 12th day of July, 1939.

We further certify that the total number of shares of stock of said corporation outstanding at the time of said meeting, and entitled to vote, was one hundred eighty thousand (180,000) shares of Common Stock; that the owners and holders of one hundred seventy-five thousand eight hundred ninety-two (175,892) shares of said stock were present at said meeting in person or by proxy, and all of said shares of stock, to-wit, one hundred seventy-five thousand eight hundred ninety-two (175,892), were voted in favor of the adoption of said amendments; that said meeting was held pursuant to notice of the time, place, and purposes thereof, duly made and given to all of the common stockholders of said corporation, which said notice expressly set forth the consideration and acting upon said amendments as one of the purposes of said meeting; and that said amendments were duly adopted pursuant to law and in accordance with the Articles of Incorporation and By-Laws of said corporation.

IN WITNESS WHEREOF, said Milwaukee Gas Light Company has caused this certificate to be signed by its President and Secretary,



MILWAUKEE GAS LIGHT COMPANY

-3- Certificate of Amendment to Articles of Incorporation (Cont.)

and to be sealed with its corporate seal, and said President and Secretary have also signed this certificate individually, this 17th day of July, 1939.

In the presence of:	MILWAUKEE GAS LIGHT COMPANY,
(Signed) Erna Burzlaff	By (Signed) Bruno Rahn President.
(Signed) Paul J. Imse	(Signed) L. T. Smith Secretary.
(CORPORATE SEAL)	(Signed) Bruno Rahn President.
	(Signed) L. T. Smith Secretary.

STATE OF WISCONSIN    )  
                              ( ss.  
MILWAUKEE COUNTY        )

Personally came before me this 17th day of July, 1939, the above named Bruno Rahn and L. T. Smith, to me known to be the persons who executed the foregoing certificate, and also to be respectively the President and Secretary of the therein named Milwaukee Gas Light Company, a corporation, and acknowledged the foregoing certificate for and on behalf and as the free act and deed of said corporation, and also for and on behalf and as the free act and deed of themselves individually.

(NOTARIAL SEAL)	(Signed) M. Luntz Notary Public, Milwaukee County, Wisconsin My commission expires Nov. 8, 1942
-----------------	--

## MILWAUKEE GAS LIGHT COMPANY

-4- Certificate of Amendment to Articles of Incorporation (Cont.)

STATE OF WISCONSIN    )  
                               ( ss.  
 MILWAUKEE COUNTY     )

BRUNO RAHN and L. T. SMITH, being each duly sworn, do depose and say that said Bruno Rahn is the President, and said L. T. Smith is the Secretary, of Milwaukee Gas Light Company, a Wisconsin corporation; that the capital stock of said corporation is now fifty thousand (50,000) shares of Preferred Stock of a par value of One Hundred Dollars (\$100) per share, and two hundred thousand (200,000) shares of Common Stock of a par value of Fifty Dollars (\$50) per share, of which twenty thousand (20,000) shares of said Preferred Stock of a par value of One Hundred Dollars (\$100) per share are outstanding, and one hundred eighty thousand (180,000) shares of said Common Stock of a par value of Fifty Dollars (\$50) per share are outstanding; that said capital stock is not proposed to be increased by the foregoing resolution of amendment; and that at least one-half (1/2) of the capital stock has been duly subscribed for, and at least twenty per cent (20%) thereof actually paid in.

(Signed) Bruno Rahn

(Signed) L. T. Smith

Subscribed and sworn to before me  
 this 17th day of July, 1939.

(Signed) M. Luntz

Notary Public, Milwaukee County,  
 Wisconsin.

My commission expires Nov. 8, 1942

(NOTARIAL SEAL)

-----  
 CERTIFICATE OF AMENDMENT  
 TO  
 ARTICLES OF INCORPORATION  
 OF  
 MILWAUKEE GAS LIGHT COMPANY  
 -----

REGISTER'S OFFICE,        )  
 Milwaukee County, Wis.    ) ss.

RECEIVED

for record Jul. 20, 1939 at 9:25 A. M.,  
 and recorded in Vol. 96 of Corp. Page 580

(Signed) Phillip C. Westfahl  
 Register of Deeds

MILWAUKEE GAS LIGHT COMPANY

COPY

UNITED STATES OF AMERICA

THE STATE OF WISCONSIN

DEPARTMENT OF STATE

M-1-1

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, FRED R. ZIMMERMAN, Secretary of State of the State of Wisconsin, do hereby certify that on the Eighteenth day of July, A.D. 1939, there was filed in my office an Amendment of the Articles of Incorporation of

MILWAUKEE GAS LIGHT COMPANY

Changing capital stock from 200,000 shares of Common Stock at \$50.00 per share and 50,000 shares of Preferred Stock at \$100.00 per share to 260,000 shares of Common Stock at \$50.00 per share and 20,000 shares of Preferred Stock at \$100.00 per share;

Further amending articles by revising business and purposes;

I further certify that Ten Dollars, the fee required by law, has been paid; and that a certificate has been filed in my office to the effect that said Amendment was recorded in the office of the Register of Deeds of Milwaukee County, Wisconsin, on the 20th day of July, A.D., 1939.

(SEAL)

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at the Capitol, in the City of Madison, this 21st day of July, A.D., 1939.

(Signed) Fred R. Zimmerman  
Secretary of State.



## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., August 21-1939  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, August 21, 1939, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. E. Haase, C. R. Messinger, F. Rogers and G. T. Shoemaker.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on August 11, 1939, which were read and approved.

REPORT: The financial and operating report of the company for the month of July was submitted and after discussion ordered filed.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent ( $1\frac{3}{4}\%$ ) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000), payable on the 1st day of September, 1939, to stockholders of record at the close of business on the 25th day of August, 1939, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

DONATION TO COLUMBIA HOSPITAL DEVELOPMENT FUND: The President reported that on July 21-1939 the officers had made a subscription to the Columbia Hospital Development Fund in the amount of \$100. Upon motion of Mr. Lindsay, duly seconded, it was unanimously

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 8/21/39 (Cont.)

RESOLVED, that the action of the officers in making a subscription to the Columbia Hospital Development Fund, in the amount of One Hundred Dollars (\$100), be, and the same is hereby approved and confirmed.

AUTHORIZING ADDITIONAL DEPOSITORY FOR COMPANY'S FUNDS: The Treasurer informed the Board that before the consolidation of the Suburban Companies with Milwaukee Gas Light Company, which took place on July 31-1939, the West Allis State Bank was one of the depositories for the funds of the West Allis Gas Company. Inasmuch as the West Allis branch office of the company, where most of the accounts in the West Allis zone are collected, is being retained, he recommended that we continue our account with the West Allis State Bank and that this bank be designated as an additional depository of the funds of Milwaukee Gas Light Company.

On motion of Mr. Lindsay, duly seconded and unanimously adopted, it was

RESOLVED, That the West Allis State Bank of West Allis, a banking association located at West Allis, Wisconsin, be, and it hereby is designated a depository in which the funds of this corporation may be deposited by its officers, agents and employes, and that the Treasurer of the Corporation shall be and hereby is authorized to endorse, for deposit or negotiation, any and all checks, drafts, notes, bills of exchange and orders for the payment of money either belonging to or coming into the possession of this corporation. Endorsements for deposit may be, by the written or stamped endorsement of the corporation, without designation of the person making the endorsement.

FURTHER RESOLVED, That the President or a Vice-President, and the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer, shall be and hereby are authorized to sign and/or countersign checks and orders for the payment of money, withdrawing funds deposited in the West Allis State Bank of West Allis, and that the said bank shall be and hereby is authorized and directed to honor and pay any checks so drawn when so signed and countersigned.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. G. Smith*

Secretary

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., September 18-1939  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, September 18, 1939, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, H. F. Lindsay, C. R. Messinger, B. Rahm, G. T. Shoemaker and L. T. Smith.

DIRECTORS ABSENT: Messrs. E. Haase and F. Rogers.

PRESIDING OFFICER: Mr. B. Rahm, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on August 21, 1939, which were read and approved.

REPORT: The financial and operating report of the company for the month of August was submitted and after discussion ordered filed.

COMMON STOCK DIVIDEND: Upon motion of Mr. Messinger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of Two Percent (2%) on the Common Stock of the corporation, amounting to One Hundred Eighty Thousand Dollars (\$180,000.), payable on the 21st day of September, 1939, to stockholders of record at the close of business on the 20th day of September, 1939, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

SUBSCRIPTION TO WISCONSIN TAXPAYERS' ALLIANCE: The meeting then proceeded to consider the appeal of the Wisconsin Taxpayers' Alliance for financial support of its work. After discussion, and upon motion of Mr. Shoemaker, duly seconded, it was unanimously



MILWAUKEE GAS LIGHT COMPANY

29

-2- Regular Meeting of the Board of Directors - 9/18/39 (Cont.)

RESOLVED, that the proper officers be,  
and they are hereby authorized to make a sub-  
scription of Two Hundred Fifty Dollars (\$250.)  
to the Wisconsin Taxpayers' Alliance.

SUBSCRIPTION TO MILWAUKEE BETTER BUSINESS BUREAU: The President pre-  
sented the appeal of the Milwaukee Better Business Bureau and after  
full discussion, and upon motion of Mr. Messinger, duly seconded, it  
was unanimously

RESOLVED, that the President be, and he  
is hereby authorized to make a subscription of  
Fifty Dollars (\$50.) to the Milwaukee Better  
Business Bureau, Inc. and that this subscription  
be renewed automatically from year to year un-  
less terminated in writing upon thirty days'  
notice in advance of the anniversary date of the  
first subscription authorized herewith and dated  
September 18, 1939.

ADJOURNMENT: There being no further business, on motion duly made and  
seconded, the meeting adjourned.

*L. B. Smith*

Secretary

## MILWAUKEE GAS LIGHT COMPANY

## Regular Meeting of the

Board of Directors  
-----

Milwaukee, Wis., October 16-1939

4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, October 16, 1939, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, H. F. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. E. Haase, C. R. Messinger, F. Rogers and G. T. Shoemaker.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on September 18, 1939, which were read and approved.

REPORT: The financial and operating report of the company for the month of September was submitted and after discussion ordered filed.

AMENDED AUTHORIZATION FOR EXECUTION OF LEASE OF SAFE AND FOR ACCESS - THE NATIONAL CITY SAFE DEPOSIT COMPANY - NEW YORK.

On motion of Mr. Davidson, duly seconded and unanimously adopted, it was

RESOLVED, That the resolutions adopted by this Board on November 16, 1936, respecting execution of lease of a safe in The National City Safe Deposit Company's vaults at No. 44 Wall Street (41-45 Pine Street), New York, N.Y., and providing for access to such safe, as amended by this Board on May 16, 1938, be and they hereby are further amended as follows:

First, by striking out the word "eight" and inserting the word "seven" in the second paragraph, and by striking out the names of R. B. Brown, Ewald Haase and C. S. McCain and inserting the names of Bruno Rahn and Wm. G. Woolfolk; and

Second, by inserting before the next to the last paragraph the following new matter:

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 10/16/39 (Cont.)

AND WHEREAS, to facilitate audits by certified public accountants, or other accountants, it may from time to time be advisable to require said Safe Deposit Company to seal said safe and refuse access thereto,

FURTHER RESOLVED, That from time to time, upon the written order of any one of the seven persons hereinbefore named, said Safe Deposit Company shall seal said safe at such time and refuse access thereto for such period as shall be designated in the order (provided, however, that any such order may be rescinded at any time by the written order of any two of said seven persons); and if said Safe Deposit Company shall at any time so seal said safe it shall give written certificate to such accountants as shall be named in the order under which said safe was sealed, that said safe was not opened during a period beginning with the date when sealed and ending on a later date which shall be stated in such certificate;

so that such resolutions as so amended shall read as follows:

RESOLVED, That either the President or the Vice President or the Treasurer or the Secretary of this Company be and he is hereby authorized and directed to enter into a lease with THE NATIONAL CITY SAFE DEPOSIT COMPANY of a safe in said Safe Deposit Company's vaults at No. 44 Wall Street (41-45 Pine Street), New York, N.Y., the lease to be in such form as said officer may approve by signing the same;

FURTHER RESOLVED, That access to such safe shall be had, subject to the rules and regulations of said Safe Deposit Company, by any two of the following seven persons:

W. F. Douthirt  
L. H. Heinke  
Thomas M. Leahy  
J. F. McEllen  
Bruno Rahn  
Louis T. Smith  
Wm. G. Woolfolk

when any two of such persons are each in the presence of the other;

AND WHEREAS, to facilitate audits by certified public accountants, or other accountants, it may from time to time be advisable to require said Safe Deposit Company to seal said safe and refuse access thereto,



MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 10/16/39 (Cont.)

FURTHER RESOLVED, That from time to time, upon the written order of any one of the seven persons hereinbefore named, said Safe Deposit Company shall seal safe at such time and refuse access thereto for such period as shall be designated in the order (provided, however, that any such order may be rescinded at any time by the written order of any two of said seven persons); and if said Safe Deposit Company shall at any time so seal said safe it shall give written certificate to such accountants as shall be named in the order under which said safe was sealed, that said safe was not opened during a period beginning with the date when sealed and ending on a later date which shall be stated in such certificate;

FURTHER RESOLVED, That the foregoing resolutions shall continue in force until express written notice of their rescission has been received by the said The National City Safe Deposit Company;

FURTHER RESOLVED, That The National City Safe Deposit Company be furnished with a certified copy of the foregoing resolutions as its authority in the premises.

AMENDING RESOLUTIONS ADOPTED ON AUGUST 16-1938 APPOINTING  
BANKERS TRUST CO. AS COUPON PAYING AGENCY IN THE BOROUGH  
OF MANHATTAN IN THE CITY OF NEW YORK:

On motion of Mr. Anger, duly seconded, and unanimously adopted,  
it was

RESOLVED, That the resolutions adopted by this Board on August 16, 1938, providing, among other things, for establishing (effective September 1, 1938) at the office of Bankers Trust Company, 16 Wall Street, the agency of the Company in the Borough of Manhattan in the City of New York, where interest on the Company's First Mortgage Gold Bonds 4-1/2% Series due 1967 shall be payable and where coupons may be presented for payment, be and they hereby are amended by inserting before the paragraph beginning "RESOLVED FURTHER, That the Secretary be and he is hereby authorized" a new paragraph reading as follows:

RESOLVED FURTHER, That all funds so lodged by this Company with Bankers Trust Company and so turned over to said Trust Company by American Light & Traction Company shall be held by said Trust Company in trust for the purpose and only for the purpose of paying the interest coupons on account of which such funds are so lodged and so turned over; Provided However that if this Board shall hereafter establish a different agency in the Borough of Manhattan in the City of New York where such interest coupons may be presented for payment said Trust Company shall, upon

## MILWAUKEE GAS LIGHT COMPANY

## -4- Regular Meeting of the Board of Directors - 10/16/39 (Cont.)

written request of this Company, pay over to such party as this Company shall designate, all funds at the time held by it in trust under these resolutions; and Provided Further that if, while said Trust Company so holds any funds in trust, any interest coupon shall not, within ten years from the date when it was payable have been presented for payment and paid, said Trust Company shall upon demand pay over to this Company the funds then held by it in trust for the payment of such coupon;

so that the said resolutions as so amended shall read as follows:

WHEREAS Milwaukee Gas Light Company has outstanding the following funded debt:

Milwaukee Gas Light Company First Mortgage Gold Bonds  
4-1/2% Series due 1967.

The above bonds were issued under the Indenture of February 15, 1927, between the Company and The Union Trust Company of Pittsburgh, as Trustee, and First Supplemental Indenture of January 1, 1929. In Section 2 of Article III of the Indenture it is provided as follows:

"Both principal and interest shall be payable at the principal office of the Trustee, or at the option of the holder at the office or agency of the Company in the Borough of Manhattan in the City of New York."

In the text of the form of coupon bond in Section 4 of Article III, it is provided that the Company

"promises to pay to bearer or, if this bond be registered, to the registered holder hereof on March 1, 1967, at the principal office of the Trustee, or at the option of the bearer or registered holder, at the office or agency of the Company in the Borough of Manhattan in the City of New York, the sum of

Dollars in gold coin of the United States of America of or equal to the standard of weight and fineness as it existed on March 1, 1927, and to pay interest thereon from March 1, 1927, at the rate of Four and one-half per cent. per annum in like gold coin at said office of the Trustee, or at the option of the holder of the coupon evidencing such interest, at the aforesaid office or agency of the Company, on the first day of September and the first day of March in each year"

## MILWAUKEE GAS LIGHT COMPANY

-5- Regular Meeting of the Board of Directors - 10/16/39 (Cont.)

In the form of registered bonds without coupons in the same section similar provision is made with respect to the payment of principal and interest. In Section 6 of Article III of the Indenture it is provided

"so long as any of said bonds (4-1/2% Series due 1967) are outstanding the Company will also maintain an office or agency in the Borough of Manhattan in the City of New York, where said bonds and coupons may be presented for payment";

and

WHEREAS under authority of resolutions, heretofore adopted by the Board of Directors, the Company has been keeping and is now keeping an agency in the Borough of Manhattan in the City of New York for the payment of interest on the bonds, which agency is now at the office of American Light & Traction Company, 52 William Street, in the Borough of Manhattan in the City of New York; and

WHEREAS the American Light & Traction Company finds it inadvisable to continue such agency at its said office except for the purpose of adjusting and winding up its accounts in respect of coupons which matured prior to September 1, 1938, and it therefore becomes necessary to appoint another agency in the Borough of Manhattan in the City of New York for the payment of interest on such bonds:

NOW THEREFORE RESOLVED, by the Board of Directors of Milwaukee Gas Light Company that, effective September 1, 1938, and until further order of the Board, the agency in the Borough of Manhattan in the City of New York, where the interest on the above bonds shall be payable and where coupons may be presented for payment, be established and kept at the office of Bankers Trust Company, 16 Wall Street, in the Borough of Manhattan in the City of New York;

RESOLVED FURTHER, That on or before September 1, 1938, and thereafter until further order of the Board, funds for the payment of interest coupons be lodged with Bankers Trust Company, and that it be authorized and directed to apply such funds to the payment of such interest coupons;

RESOLVED FURTHER, That American Light & Traction Company be instructed to turn over to the Bankers Trust Company, as soon as it can be conveniently done, all funds in its hands for payment of interest coupons which matured prior to September 1, 1938;

## MILWAUKEE GAS LIGHT COMPANY

-6- Regular Meeting of the Board of Directors - 10/16/39 (Cont.)

RESOLVED FURTHER, That all funds so lodged by this Company with Bankers Trust Company and so turned over to said Trust Company by American Light & Traction Company shall be held by said Trust Company in trust for the purpose and only for the purpose of paying the interest coupons on account of which such funds are so lodged and so turned over; Provided However that if this Board shall hereafter establish a different agency in the Borough of Manhattan in the City of New York where such interest coupons may be presented for payment said Trust Company shall, upon written request of this Company, pay over to such party as this Company shall designate, all funds at the time held by it in trust under these resolutions; and Provided Further that if, while said Trust Company so holds any funds in trust, any interest coupon shall not, within ten years from the date when it was payable have been presented for payment and paid, said Trust Company shall upon demand pay over to this Company the funds then held by it in trust for the payment of such coupon;

RESOLVED FURTHER, That the Secretary be and he is hereby authorized to notify said Bankers Trust Company of its appointment as such Paying Agent by delivering to said Bankers Trust Company a certified copy of these resolutions, and that the President and Secretary be and they hereby are authorized to do and perform any and all acts and things and execute and acknowledge, if necessary, and deliver all instruments necessary or in their judgment proper, to carry out said appointment and the intent and purpose of the foregoing resolution;

RESOLVED FURTHER, That in consideration of the acceptance by said Bankers Trust Company of this appointment as Paying Agent and of its performance of its duties as such, this corporation indemnify and hold harmless said Bankers Trust Company from any and all costs, expenses, attorneys' fees and other disbursements or liabilities which may or can accrue or be incurred by said Bankers Trust Company in connection with such agency.

SUBSCRIPTION TO THE MILWAUKEE COUNTY COMMUNITY FUND: The President presented the appeal of the Milwaukee County Community Fund and after full discussion, and upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a subscription of Five Thousand Dollars (\$5,000.00) to the Milwaukee County Community Fund for the fiscal year ending October 1-1940.



## MILWAUKEE GAS LIGHT COMPANY

-7- Regular Meeting of the Board of Directors - 10/16/39 (Cont.)

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*H. G. Smith*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
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Milwaukee, Wis., November 20-1939  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, November 20, 1939, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, H. Lindsay, B. Rahn, G. T. Shoemaker and L. T. Smith.

DIRECTORS ABSENT: Messrs. E. Haase, C. R. Messinger and F. Rogers.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on October 16, 1939, which were read and approved.

REPORT: The financial and operating report of the company for the month of October was submitted and after discussion ordered filed.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000), payable on the 1st day of December, 1939, to stockholders of record at the close of business on the 25th day of November, 1939, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

SERVICE CONTRACT WITH THE UNITED LIGHT AND POWER SERVICE CO.: The President reported that a proposed form of contract had been negotiated with The United Light and Power Service Company for the furnishing by the latter of certain service and information to this corporation, and that an application had been made to the Public Service Commission of Wisconsin for its approval of said contract pursuant to the provisions of Section 196.52, and that the Commission had approved such a contract in an order

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 11/20/39 (Cont.)

dated the 25th day of October, 1939.

Thereupon the President presented to the meeting such order of the Public Service Commission of Wisconsin, and also the proposed contract in the form in which it was presented to the Public Service Commission of Wisconsin.

Thereupon, upon motion of Mr. Lindsay, duly seconded, the following resolution was unanimously adopted:

WHEREAS, there has been presented to this meeting a proposed contract with The United Light and Power Service Company relating to the furnishing by said Service Company to this corporation of certain service therein more specifically referred to; and

WHEREAS, it appears to be in the interests of this corporation and to be for the benefit of this corporation and advantageous to it to enter into such contract; and

WHEREAS, the Public Service Commission of Wisconsin did, on the 25th day of October, 1939, issue its order approving said contract upon certain conditions therein stipulated:

RESOLVED, that the President or a Vice President, together with the Secretary or an Assistant Secretary of this corporation be and they are hereby authorized to make and enter into a contract with The United Light and Power Service Company in the form submitted to this meeting, which is the same form as has heretofore been submitted to and approved by the Public Service Commission of Wisconsin.

A copy of the contract referred to above is appended to these minutes as Pages 40 to 53, both Incl.

LEASES OF DOCKS AT WEST SIDE STATION TO MILWAUKEE-WESTERN FUEL CO. AND WAUWATOSA FUEL AND SUPPLY CO.:

The President submitted two leases made and entered into by this company, one lease, dated November 13, 1939, leasing to the Milwaukee-Western Fuel Company certain coal dock property, and the other, dated July 10, 1939, leasing to the Wauwatosa Fuel & Supply Company certain coke dock property, both docks being located at our West Side Station at North Twenty-fifth Street and West St. Paul Avenue, and more fully described in the two leases which were presented to the meeting for examination.

## MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 11/20/39 (Cont.)

The leases were read and discussed and on motion of Mr. Davidson, duly seconded, the following resolution was unanimously adopted:

RESOLVED, that the action of the officers in making and entering into the two leases referred to above, be, and the same is hereby approved, ratified and confirmed.

MEMBERSHIP IN THE MILWAUKEE ASSOCIATION OF COMMERCE: The President recommended that we renew our membership in the Milwaukee Association of Commerce for the year ending February 1, 1941, and that our subscription be the same as that made for the past year. After discussion, and upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a subscription of Five Hundred Dollars (\$500.00) to the Milwaukee Association of Commerce for the year ending February 1, 1941, and that this subscription be divided into ten (10) memberships of Fifty Dollars (\$50.00) each.

SUBSCRIPTION TO THE WISCONSIN CITIZENS' MILITARY TRAINING CAMP ASSOCIATION:

The President then presented the appeal of the Wisconsin Citizens' Military Training Camp Association for the continuation of our contribution of \$100.00 for the coming year in support of their work. Upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a subscription of One Hundred Dollars (\$100.00) for the support of the Wisconsin Citizens' Military Training Camp Association.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.



AGREEMENT, Made and entered into as of the 1st day of July, 1938, by and between THE UNITED LIGHT AND POWER SERVICE COMPANY, a Maryland corporation (hereinafter referred to as the Service Company), and MILWAUKEE GAS LIGHT COMPANY a Wisconsin corporation (hereinafter referred to as the Company).

WHEREAS, experience has shown that public utility companies, holding companies, and their affiliates, are enabled to maintain smaller and less expensive staffs of officers and employees if they are able to obtain the services of an organization which is equipped to augment and supplement the activities of their own staffs of officers and employees;

WHEREAS, the Service Company represents that it has developed and maintains a complete organization for the rendition of various types of managerial, operating, financial, accounting, purchasing, valuation, engineering, contracting, construction and other services, and by reason of the diversity involved in the rendition of such services to a group of companies provides more stable employment for its various experts in public utility operations and services, with resultant efficiency and economy therefrom;

WHEREAS, the Service Company proposes to render such services to various companies in The United Light and Power Company system at the cost to it of rendering such services; and

WHEREAS, the Company desires to supplement the services of its own organization with those of the Service Company's to the extent the Company may from time to time require and request and the Service Company may be able to perform;

NOW, THEREFORE, it is agreed by and between said parties as follows:

#### ARTICLE I.

Section 1: The Service Company shall, through its executive officers, to the extent requested by the Company from time to time, keep in touch with the affairs of the Company and advise and assist in matters relating to the management, operations and construction of the Company, and shall, whenever requested by the Company:

(a) Through its executive officers, engineers and other specialists, advise the Company respecting the operation of power plants, gas works, transmission systems, distribution systems, water systems, heating systems, railway systems and/or other facilities of the Company; check the results of operations; advise the Company respecting improvement of methods of operation and character of equipment, the utilization of by-products, inter-connection of the properties of the Company with the properties of other companies, the purchase of electrical energy or gas and the sale of the services of the Company to other public utility companies or large consumers; and assist the Company in promoting operating economies.

(b) Supervise the preparation of and/or prepare property records of the Company for use in connection with the issuance of securities, taxation, valuation and other purposes.

(c) Examine and make tests at the factory, mines and elsewhere of fuel and other materials, equipment and supplies to be acquired by the Company for operating purposes.

(d) Assist the Company in the formulation of its financial program, the establishment of credits, the securing of loans and the preparation of annual and supplemental budgets providing for extensions and improvements of the Company's plants and properties and setting forth the financial requirements of the Company.

(e) Advise and serve the Company in connection with the issue and sale of its stocks, bonds, notes and other securities, the printing of mortgages and the engraving or printing of bonds, stock certificates and other securities; arrange for the appointment of trustees, registrars, transfer agents and dividend paying agents, and assist in matters which may arise with respect to their services, or act itself in such capacity for the Company; advise and assist the Company in connection with the authorization or approval of the issue and sale of stocks, bonds and other securities by lawfully constituted authorities having jurisdiction thereover, the authentication or certification of bonds by the trustee or trustees under the mortgage or mortgages securing the same, the calling of bonds and the release or discharge of mortgages; negotiate for the sale of the Company's bonds at wholesale and submit drafts of contracts for such sale; prepare material for bond circulars; supervise the listing of securities upon stock exchanges; furnish data for manuals; and assist in connection with complying with Blue Sky Laws. The Service Company shall not be interested directly or indirectly in any contract for the purchase from the Company of its bonds or other securities, or receive or accept any commission, discount, draw back or any other compensation or reward in connection therewith.

(f) Supervise the accounting methods and procedure of the Company to conform to the requirements, rules and regulations of any commission or commissions having jurisdiction over the accounting of the Company; audit the books of the Company from time to time; supervise and assist in the preparation of its annual and other reports to stockholders; furnish the Company with statements and analyses; and advise and assist in the standardization of accounting methods in the interest of uniform classification of accounts.

(g) Advise and assist the Company in regard to corporate matters, including stockholders' and directors' meetings and the minutes of their proceedings.

(h) Assist in the preparation and filing of the Company's tax returns and, when necessary, cause its representatives, on behalf of the Company, personally to appear before taxing authorities with respect to such returns and the tax or taxes to be levied or assessed on account thereof; and advise and assist the Company in the preparation of State, County and Municipal reports.

(i) Keep the Company advised with respect to insurance; under the Company's direction negotiate contracts for insuring the Company's property against fire, explosion and other risks, and for indemnity, group and other insurance, at the lowest possible cost; and, in case of loss to the company, supervise the preparation of proofs and perform such services as may be required with respect to the collection of insurance.

(j) Formulate rate schedules for the Company's properties; advise and assist the Company in their application; keep the Company informed on ratemaking developments; and advise and assist in connection with the handling of rate matters before State, Municipal and other authorities. The rate experts of the Service Company shall spend such time at the office and on the properties of the Company as may be necessary. The Service Company shall keep available its records and files of rates in force on public utility properties throughout the country and make studies and comparisons of these rates and keep generally informed of decisions, practices and policies in connection with ratemaking, and shall, upon request, furnish the Company with any and all such data and information.

(k) Advise and assist the Company in the organization and administration of its New Business, Merchandise and Jobbing departments and in regard to the systematic and economical conduct thereof and advise and assist the Company respecting the attraction of new industry to the territory served by the Company. The New Business and Commercial experts of the Service Company shall spend such time at the office and on the properties of the Company as may be necessary. In connection with these matters, the Service Company shall keep informed of the methods, experiments and policies of various operating companies and in touch with manufacturers of electric and gas appliances and apparatus, and shall, upon request, make data and information respecting such matters available to the Company.

(l) Compile and make available to the Company comparative tables and charts of financial, business and operating statistics of companies similar to the Company.

(m) Transmit to the Company information in regard to market conditions and other matters pertaining to purchasing and advise and assist the Company in such matters. The Service Company shall in its own name, but for the account of the Company, make purchases for the Company where such purchases can be made more advantageously by it.

(n) Design, lay out and prepare engineering plans and specifications, bills of material and final cost estimates for any construction or reconstruction work required by the Company; make detailed engineering investigations and do other things necessary in connection with the design of the work; assist in comparing bids and awarding contracts for materials and equipment; advise and make recommendations as to changes in plans and specifications which in the light of the progress of the work may appear desirable; inspect and test at the factory or elsewhere materials, equipment and supplies to be used for additions and betterments; and in general maintain close contact with the progress of any construction work for the purpose of securing the best results and maximum economy in the handling of such work.

(o) Organize and direct all necessary construction operations in connection with betterments, extensions and improvements of and additions to the Company's properties; hire in the name and for the account of the Company construction superintendents, resident engineers, foremen, accountants, timekeepers, workmen, laborers and other employees required in or about the construction work; furnish on construction work, when necessary, heavy construction tools, such as concrete mixers, tampers and excavators; assemble the construction force and construction equipment; secure insurance at the Company's cost; supervise the keeping of books of account and records and the preparation of reports and records of construction progress and requisite physical and cost data; and conduct final tests.

(p) In the event any construction work is to be done by a general contractor or sub-contractor, procure proposals therefor; compare bids and investigate the qualifications, facilities, and reputation of the contractor or sub-contractor; assist in making settlements with contractors and sub-contractors; supervise and inspect the work and operations of the contractor or sub-contractors in the field; purchase, in the name and for the account of the Company, materials and equipment not supplied by the contractor or sub-contractor; procure proposals for such



materials and equipment and make analyses and comparison of such proposals; and test and inspect materials and equipment.

(q) Render such services to the Company in addition to the above insofar as it shall be able to perform such services and as such services may be required by the Company.

Section 2. The executive officers of the Service Company shall, when requested by the company, hold conferences with the directors and officers of the Company in regard to matters of organization and personnel. Through its wide acquaintance in the public utility industry, and special attention given to procuring and developing men best fitted to fill any and all positions in the public utility business, the Service Company represents that it is in a position to assist in obtaining personnel, and shall, when requested by the Company, aid the Company in securing competent personnel.

Section 3. (a) All construction work shall be subject to the approval of the Company, and the Company shall have as full control as it shall desire to exercise over all matters pertaining to the work, including the making of purchases, the letting of sub-contracts and the construction methods to be employed.

(b) All resident engineers, superintendents, foremen, accountants, timekeepers, workmen, laborers and other persons, other than the members of the regular organization of the Service Company, employed in and about the construction work shall be employees of the Company. The Service Company shall not be answerable (except in cases of gross negligence in the selection of such employees) to anyone for the acts, faults, negligence or misconduct of such employees, or any of them, and the Company shall save the Service Company harmless from any loss, costs, expense, demand or liability resulting therefrom.

Section 4. Nothing in this Article I contained shall be construed to release the officers and directors of the Company from the performance of their respective duties or limit the exercise of their powers in accordance with the provisions of law or otherwise, and the Company shall maintain an organization for the management and operation of its properties; the services herein contracted for being intended to supplement and augment the services of such organization of the Company.

## ARTICLE II.

Section 1. The charges to be made by the Service Company to the Company for such services (including salaries and all other expenses) shall be computed as provided in the "Amended Declaration with Respect to Organization and Conduct of Business of Subsidiary Service Company Pursuant to Rule 13-22," filed by the Service Company with the Securities and Exchange Commission on June 15, 1938, pursuant to the Public Utility Holding Company Act of 1935, and approved by said Commission on September 26, 1938, to wit.

Proposed method of allocating cost of doing business among member or associate companies (as hereinafter defined):

All costs of doing business which, without excessive effort or expense, can be definitely identified and related to services rendered to specific associate companies shall be charged directly to such associate companies.

Salaries

All salaries of officers and employees of the Service Company shall be classified and charged as follows:

(i) Charges to Specific Associates

Direct salary charges shall be made monthly to specific associate companies or to the insurance trust fund insofar as the amounts thereof can be determined without excessive effort or expense.

(ii) Charges to Groups of Associates

Direct salary charges for services which, because of their general and joint nature, cannot be made to specific associate companies under subsection (i) above shall be made monthly to (a) specified groups of associate operating companies and (b) specified groups of associate holding companies. Charges to associate operating companies under this classification shall be apportioned monthly among the associate operating companies in such groups on the basis set forth in subsection (v) below. Charges to associate holding companies under this classification shall be apportioned monthly among the associate holding companies on the basis set forth in subsection (vi) below.

(iii) Charges for Administration of Specific Offices

Salary charges in connection with administration of each of the four offices of the Service Company (New York, Chicago, Davenport or Kansas City) shall be apportioned monthly among the associate companies on the basis of the aggregate salary charges of each such office which have been (a) charged directly to specific associate companies under subsection (i) above and (b) allocated to associate companies under subsection (ii) above.

(iv) Charges for Administration of Service Company Generally

Salary charges in connection with the general administration of the Service Company shall be apportioned monthly among the associate companies on the basis of the aggregate salary charges of all offices which have been (a) charged directly to specific associate companies under subsection (i) above and (b) allocated to associate companies under subsection (ii) above.

Bases for Allocating Group Salary  
Charges Among Associates

(v) To Groups of Associate Operating Companies

(a) Except as set forth in subdivision (b) of this subsection (v), salary charges to groups of associate operating companies (as provided for in subsection (ii) above) shall be allocated among the various companies comprising each such group using the ratio that the "base operating revenues" (as defined below) of each company included in the respective group for the twelve months ended the preceding November 30th bear to the aggregate "base operating revenues" for such period of all companies included in the respective group.

"Base operating revenues" of each operating company for any twelve month period ending November 30th shall consist of the sum of (a) 100% of the first \$600,000 of operating revenue of the Company for the period, (b) 85% of the next \$3,000,000 of such revenue, and (c) 30% of the balance of such revenue, except as follows:

- (1) If any company with respect to which the computation is being made has, during the period, purchased electric energy or gas from any of the associate companies named in subsection (a) of Section 3 of this Article II, or has been charged by any such companies for rental of electric or gas manufacturing or transmission facilities, before making the foregoing computation there shall be deducted from the operating revenue of the paying company an amount equal to the sum of such items.
- (2) If any company with respect to which the computation is being made has, during the period, purchased electric energy or gas from any of the associate companies named in subsection (b) of

Section 3 of this Article II and/or from non-associate companies, or has been charged by any such companies for rental of electric or gas manufacturing or transmission facilities, before making the foregoing computation there shall be deducted from the operating revenue of the paying company an amount equal to 50% of the sum of such items.

The various percentages referred to in subdivision (a) of this subsection (v) shall be reviewed from time to time, but, in any event, not less often than once a year, and adjusted by the Service Company when in its judgment such an adjustment is necessary in order to secure a more equitable allocation of costs.

(b) Salary charges to associate operating companies for purchasing department services shall be allocated monthly among the various companies, using the ratio that the number of "units" of work of this character performed during the month for each company bears to the total number of "units" of such work performed during the month for all companies. In determining the number of "units" of work performed, each invoice approved shall be considered as equal to one "unit," each purchase order prepared or inquiry sent to a vendor shall be considered as equal to two "units," and each claim regarding defective material, etc., or each letter written, shall be considered as equal to five "units."

The weighting of the various types of work used in determining the number of "units" of work performed, as set forth above, shall be reviewed from time to time, but, in any event, not less often than once a year, and adjusted by the Service Company when in its judgment such an adjustment is necessary in order to secure a more equitable allocation of costs.

(vi) To Groups of Associate Holding Companies

(a) Except as set forth in subdivision (b) of this subsection (vi), salary charges to groups of associate holding companies shall be allocated among such companies using ratios estimated by the Service Company as fairly and equitably measuring the relative benefits accruing to each holding company from such services. The ratios used in the allocation of these charges among companies shall be reviewed from



time to time, but, in any event, not less often than once a year, and if, at any time, in the opinion of the Service Company, the character and extent of the services to groups of holding companies has become such that the ratios then in use no longer fairly measure the benefits accruing to the various companies, appropriate adjustments of the ratios shall be made. The ratios to be initially applied shall be as follows:

<u>Holding Company</u>	<u>Relative Proportion</u>
The United Light and Power Company	40 parts
The United Light and Railways Company	30 parts
Continental Gas & Electric Corporation	30 parts
American Light & Traction Company	30 parts

Holding companies which are primarily operating companies shall be treated as operating companies for purposes of the salary charge allocations. Other subsidiary holding companies of The United Light and Power Company, being of relatively minor importance, shall not receive any portion of charges to groups of associate holding companies.

(b) Salary charges to groups of associate holding companies for stock transfer services performed in the Chicago and New York offices shall be accumulated separately for each office and shall be allocated monthly among the associate holding companies furnished with stock transfer services by the respective offices. One half of such salary charges originating in each office shall be allocated among the companies served, using the ratio that the number of stock certificates issued during the month in that office for each company bears to the total number of stock certificates issued during the month in that office for all companies. The remaining one half of such salary charges originating in each office shall be allocated among the companies using the ratio that the number of shareholders (of the classes of stock transferred in the respective offices) at the beginning of the month of each company bears to the total number of such shareholders of all companies. The apportionment of salary charges of the stock transfer department shall be reviewed periodically, but, in any event, not less often than once a year. Salary charges for stock transfer services performed in the Davenport office for The United Light and Railways Company shall be made to that company as provided in subdivision (i) above.

Method of Computing Salary Charges

(vii)

Each officer and employee of the Service Company shall maintain daily time records on an hourly (as defined below) basis, except that certain major executives may keep such interim records as they deem feasible, in order to record and report a fair and equitable distribution of their salaries among the classes of service set forth in subdivisions (i) to (iv) above.

The salary charges to be made as set forth in said subdivisions (i) to (iv) for services rendered by any officer or employee shall be determined from the periodic reports, so maintained, which shall be submitted at not greater than monthly intervals. For convenience in computing charges, such reports shall be expressed in or converted into units (hereinafter referred to as "hours") of one-eighth (1/8) of the normal working day for the office to which the officer or employee is assigned. Salary charges to the foregoing classifications shall be computed by multiplying the number of "hours" reported as devoted to each of the classifications by the "hourly" charge of the respective officer or employee.

The "hourly" charge for each officer or employee shall be computed as of November 30th of each year (or oftener if necessary) by applying to the "hourly" rate of each officer or employee (determined by dividing the annual salary by the total standard number of working "hours," including holidays, for the year) a percentage factor (which shall be uniform for the entire personnel in each separate office) to cover an allowance for vacations, holidays and estimated nonchargeable time due to illness or other causes.

Reserve for Nonchargeable  
and Nonproductive Time

(viii)

If the aggregate amount of the salary charges each month for an officer or employee exceeds the actual salary paid to such officer or employee for the month, the excess shall be credited to an account entitled "Reserve for Nonchargeable and Nonproductive Time;" if the actual salary paid to an officer or employee exceeds the aggregate salary charges for the services of such officer or employee, the excess shall be charged to this reserve. The balance

(debit or credit) remaining in this reserve after the November salary charges have been computed in each year shall be allocated among the associate companies using the ratio that the total salary charges to each company (as determined under subdivisions (i) to (iv) above) during the preceding twelve months (or, for the purposes of the first allocation, from July 1, 1938 to November 30, 1938) bear to the total salary charges to all associate companies during such period. Notwithstanding the above, no adjustment of the reserve balance need be made in any year in the event the balance (debit or credit) in the reserve at November 30th of said year is not in excess of \$1,000.

Expenses other than Salaries

(ix) Charges to Specific Associates

Expenses other than salaries incurred for the benefit of specific associate companies shall be charged monthly directly to such companies.

(x) Charges for General Administration of Service Company

Identifiable expenses of general administration of the Service Company shall be apportioned monthly among the associate companies on the basis of the aggregate salary charges of all offices which have been (a) charged directly to specific associate companies under subdivision (i) above, and (b) allocated to associate companies under subdivision (ii) above.

(xi) Apportionment of Remaining Expenses

All other expenses shall be accumulated separately for each of the four offices of the Service Company and shall be apportioned monthly to the associate companies on the basis of aggregate salary charges of each such office which have been (a) charged directly to specific associate companies under subdivision (i) above, and (b) allocated to associate companies under subdivision (ii) above.

(xii) Return on Capital

No charge will be made for any return on capital.

Section 2. Bills for services rendered under this contract shall be paid by the Company to the Service Company on or before the 15th day of the month following that in which the services in question were rendered (or if the bill for such services be not received by the Company before the 8th day of such following month, then within seven days after the receipt by it of such bill).

The Service Company shall render its monthly bills for charges in such detail as may from time to time be requested by the Company.

The Service Company shall maintain adequate records so that when requested by the Company it can and will furnish complete supporting data as to the monthly charges and bills and shall also, upon request of the Company, undertake through its executive officers to substantiate before any proper governmental regulatory body the accuracy of any bills rendered to or charges made against the Company.

Section 3. In addition to the following-named corporations, the term "associate companies" shall include any other corporation (including an association, joint-stock company, business trust and organized group of persons whether incorporated or not, and any receiver, trustee, or other liquidating agent of any of the foregoing in his capacity as such) which shall be a member of The United Light and Power Holding Company System and shall enter into an agreement with the Service Company for the performance of services by the Service Company for such corporation on a basis substantially similar to that herein provided:

- (a) American Light & Traction Company
- American Michigan Pipe Line Company
- American Production Company
- Cedar Rapids Gas Company
- Chattanooga Gas Company
- Cimarron Utilities Company
- Cleveland Gas Company
- Clinton, Davenport & Muscatine Railway Company
- Columbus and Southern Ohio Electric Company
- Continental Gas & Electric Corporation
- Fayetteville Natural Gas Company
- Fort Dodge Gas and Electric Company
- Guymon Gas Company
- Hillsboro Ice and Coal Company, The
- Iowa City Light and Power Company
- Iowa-Nebraska Light and Power Company
- Kansas City Power & Light Company
- Kansas Power Transmission Company, Inc.
- Lakeshore Gas Company
- LaPorte Gas and Electric Company
- Lincoln Traction Company, The
- Madison Gas and Electric Company
- Maryville Electric Light and Power Company
- Mason City and Clear Lake Railroad Company
- Michigan Consolidated Gas Company
- Milwaukee Coke & Gas Company, The



Milwaukee Gas Light Company  
 Moline-Rock Island Manufacturing Company  
 Ottumwa Gas Company  
 Panhandle Power & Light Company  
 Peoples Gas & Electric Company  
 Peoples Light Company  
 Peoples Power Company  
 Point Pleasant Water & Light Co.  
 San Antonio Public Service Company  
 South Texas Ice Company  
 Tri-City Railway Company (Illinois)  
 Tri-City Railway Company (Iowa)  
 United American Company  
 United Light and Power Company, The  
 United Light and Power Industrials, Inc., The  
 United Light and Railways Company, The  
 United Power Manufacturing Company  
 Wauwatosa Gas Company  
 Waverly Company  
 West Allis Gas Company  
 Wisconsin Eastern Gas Company

- (b)
- American Coal Company
  - Argus Pipe Line Company, The
  - Consolidated Building Company
  - Garden City Gas Company, The
  - Hume-Sinclair Coal Mining Company
  - Huntsville-Sinclair Mining Company
  - Iowa-Illinois Light and Power Company
  - Mason City Brick and Tile Company
  - Mason City Development Company
  - Milwaukee Solvay Coke Company
  - Minnesota Northern Natural Gas Company
  - Northern Natural Gas Company
  - Peoples Natural Gas Company
  - Rolfe Products Company
  - Southern Producing Company, The
  - Southern Light and Traction Company
  - Tri-City Railway and Light Company, The
  - United Pipe Line Company, The
  - United Power Securities Company, The

### ARTICLE III.

Section 1. This contract is subject to all such orders, rules and regulations as may be made by the Securities and Exchange Commission or by any other proper governmental authority.

### ARTICLE IV.

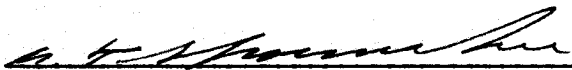
Section 1 This contract shall be in full force and effect for the period beginning July 1, 1938, and ending December 31, 1938, and shall

continue from year to year thereafter without further action on the part of either of the contracting parties hereto; provided, however, that either party shall have the right to terminate this contract at its election by giving to the other party written notice of its intention so to do not less than ninety days prior to the first day of any calendar year.

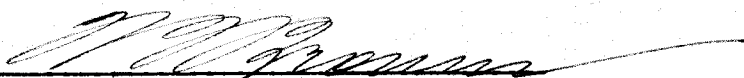
Section 2. The covenants and agreements herein contained shall inure to and be binding upon the respective parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, each of the parties hereto has caused these presents to be executed in its behalf by its officers thereunto duly authorized as of the day and year first above written.


THE UNITED LIGHT AND POWER SERVICE COMPANY

BY   
President


ATTEST:

  
Secretary

MILWAUKEE GAS LIGHT COMPANY

BY   
President

ATTEST:

  
Secretary

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., December 18-1939  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, December 18, 1939, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, B. Rahn, G. T. Shoemaker and L. T. Smith.

DIRECTORS ABSENT: Messrs. E. Haase, H. Lindsay, C. R. Messinger and F. Rogers.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on November 20, 1939, which were read and approved.

REPORT: The financial and operating report of the company for the month of November was submitted and after discussion ordered filed.

COMMON STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and One-half Percent ( $1\frac{1}{2}\%$ ) on the Common Stock of the corporation, amounting to One Hundred Thirty-five Thousand Dollars (\$135,000.), payable on the 20th day of December, 1939, to stockholders of record at the close of business on the 19th day of December, 1939, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary

## MILWAUKEE GAS LIGHT COMPANY

Special Meeting of the  
Board of Directors  
-----Milwaukee, Wis., Dec. 30-1939  
12:00 Noon

Pursuant to call, due notice having been given, a special meeting of the Board of Directors of Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, this 30th day of December, 1939, at 12:00 o'clock Noon.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, E. Haase, C. R. Messinger and B. Rahn.

DIRECTORS ABSENT: H. Lindsay, F. Rogers, G. T. Shoemaker and L. T. Smith.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. A. Anger was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on December 18, 1939, which were read and approved.

CONTRACT WITH MR. R. B. BROWN: The President referred to the contract made March 20, 1939, between the company and Mr. R. B. Brown for payment of \$5,000 annually commencing April 1, 1939, in consideration of his past services and for undertaking to serve as counsel and consulting engineer and to refrain from taking utility employment in Wisconsin. He stated that payments under the contract had been started July 1, 1939, instead of April 1, 1939, in view of the fact that Mr. Brown's active service and salary continued to July 1, 1939. He stated that it was considered desirable by the officers and Mr. Brown to enter into a new contract to substantially the same effect as the old and asked the Board to consider authorization of such contract and ratification of the previous action of the officers.

After discussion the following resolution was made by Mr. Messinger, seconded and unanimously adopted:

RESOLVED, that a contract with Mr. Rezeau B. Brown in the form presented to the meeting and made a part of the minutes, and marked Exhibit "A", be entered into by this corporation and that the officers be and hereby they are authorized and directed to execute such contract.



## MILWAUKEE GAS LIGHT COMPANY

-2- Special Meeting of the Board of Directors - 12/30/39 (Cont.)

BE IT FURTHER RESOLVED that payments made to him by the Company at the rate of \$5,000 annually commencing July 1, 1939, under the provisions of the contract dated March 20, 1939, which contract is now to be superseded, be and hereby they are ratified and affirmed.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*Arthur H. Anger*  
Secretary

MILWAUKEE GAS LIGHT COMPANY

EXHIBIT "A"

AGREEMENT entered into this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, between MILWAUKEE GAS LIGHT COMPANY, a Wisconsin corporation, hereinafter called the first party, and REZEAU B. BROWN, of Milwaukee, Wisconsin, hereinafter called the second party, WITNESSETH as follows:

1. In view of the faithful services rendered by said second party during the many years of his employment by said first party, and in consideration of the agreement on the part of said second party herein contained, said first party agrees from and after January 1, 1940, to pay said second party the sum of Five Thousand Dollars (\$5,000) annually during the balance of his natural life, payments of this amount to be made to him on the last day of each calendar month in equal monthly installments.

2. Second party, in consideration of the premises and the agreement of said first party herein contained, agrees (a) that he will render at any time or times during his natural life, irrespective of where he may be located, such services, by way of counsel or as consulting engineer, as said first party may request and as shall be within his ability at such time and at such location, to render; (b) that he will at all times refrain from taking any employment with any other utility operating or holding company doing business in the State of Wisconsin; and (c) that he will at all times refrain from taking any employment which would be in conflict with the interests of first party.

3. This agreement supersedes a similar contract dated March 20, 1939, between the parties as of the date of this agreement but shall have no effect upon amounts paid or payable to the second party under said prior contract for the period July 1 to December 31, 1939.

4. This agreement is executed in accordance with the authority granted by the Board of Directors of said first party and a resolution adopted at a regular meeting of said Board of Directors held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

In Presence of:

MILWAUKEE GAS LIGHT COMPANY

By \_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., January 15-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, January 15, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, B. Rahn, G. T. Shoemaker and L. T. Smith.

DIRECTORS ABSENT: Messrs. E. Haase, H. Lindsay, C. R. Messinger and F. Rogers.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on December 30, 1939, which were read and approved.

REPORT: The financial and operating report of the company for the month of December was submitted and after discussion ordered filed.

CONTRACT WITH MR. R. B. BROWN: The President reported that the contract with Mr. R. B. Brown, whereby the company agrees to pay Mr. Brown the sum of \$5,000.00 annually during the balance of his natural life, and the considerations agreed to by Mr. Brown, contained in the contract, was executed by the officers of the company on January 2, 1940 and is now in full force and effect. The contract is dated January 2, 1940, is effective as of January 1, 1940, and was executed in accordance with the authority granted, and the resolution adopted, at the last meeting of the Board of Directors held on December 30, 1939.

SUBSCRIPTION TO THE WISCONSIN STATE CHAMBER OF COMMERCE: The President presented the appeal of the Wisconsin State Chamber of Commerce and after full discussion, and upon motion of Mr. Shoemaker, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a subscription of One Hundred Dollars (\$100.00) to the Wisconsin State Chamber of Commerce.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 1/15/40 (Cont.)

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

L. G. Smith.  
Secretary



MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of Stockholders

Milwaukee, Wis., Feb. 5, 1940 -  
10:00 A.M.

Pursuant to the By-Laws and at least ten days' notice published in the Milwaukee Sentinel and The Milwaukee Journal, as per proofs of publication on file, and ten days' notice mailed to the common stockholders individually, the annual meeting of the stockholders of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 5, 1940 at 10:00 o'clock A.M.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

PROOF OF NOTICE OF MEETING: The Secretary reported that notice of this meeting had been given in at least two of the daily newspapers published in the City of Milwaukee, as required by the By-Laws, and submitted affidavit of T. P. Leipzig, dated January 25, 1940, in proof of publication in the Milwaukee Sentinel, and affidavit of Louis J. Gilg, dated January 25, 1940, in proof of such publication in The Milwaukee Journal; that notice of this meeting had been mailed to each common stockholder on January 23, 1940, and submitted affidavit of Ethel M. Smith, dated January 30, 1940, in proof of such mailing. Said affidavits were ordered filed and are appended to these minutes as pages 63 to 65 inclusive.

STOCKHOLDERS PRESENT: A certified alphabetical list of the common stockholders of the corporation was presented, and upon call of the list it was found that there were present in person or represented by proxy common stockholders of the corporation as follows:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Davidson, Walter	1
Gillen, Edward E.	1
Lindsay, Herbert F.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	1
Total	7
<u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	175,945
Douthirt, Walstein F.                   "       "	25
Total	175,970
Grand Total	175,977

61

MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of Stockholders - 2/5/40.

There were thus present in person stockholders of the corporation holding 7 shares of common stock, and represented by proxy, stockholders of the corporation holding 175,970 shares of common stock, or a total of 175,977 shares, being more than a majority of the total number of shares of common stock outstanding and entitled to vote. The certified list of common stockholders is appended to these minutes as pages 66 to 68 inclusive.

INSPECTION OF PROXIES: The Chairman appointed Messrs. A. Anger and W. Davidson tellers to canvass the proxies presented at the meeting and to report to the meeting what common stockholders were present in person or by proxy.

REPORT OF TELLERS: The tellers thereupon canvassed the proxies presented and compared the same with the list of common stockholders and reported that common stockholders were present in person or by proxy as above stated. The tellers' report was ordered filed and together with the proxies is appended to these minutes as pages 69 to 72 inclusive.

APPROVAL OF MINUTES: The Secretary then presented the minutes of the Annual Meeting of the Stockholders held on February 6, 1939, and the Special Meeting of Stockholders held on July 12, 1939, which were read and approved.

APPROVAL OF REPORT AND RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS:

The Chairman then presented the annual report of the company for the year 1939, and upon motion of Mr. Anger, duly made and seconded, it was unanimously

RESOLVED, that the annual report of the company for the year 1939, and the acts and proceedings of the directors and officers in the furtherance of the matters therein set forth and as shown in Minute Book Vol. IX on pages 167 to 237, inclusive, and Minute Book Vol. X on pages 1 to 59, inclusive, be and the same hereby are fully approved, ratified and confirmed.

The Chairman stated that the work of the Auditors, Arthur Andersen & Company, had not been completed and that when ready the annual report would be mailed to all the stockholders of the company.

ELECTION OF DIRECTORS: The meeting then proceeded to the election of nine directors as successors to the directors whose terms expire with this annual meeting.

## MILWAUKEE GAS LIGHT COMPANY

-3- Annual Meeting of Stockholders - 2/5/40.

The following names were placed in nomination by Mr. Rahn, all of whom are stockholders in the corporation:

1. Arthur H. Anger	Milwaukee, Wis.
2. Walter Davidson	" "
3. Edward E. Gillen	" "
4. Herbert F. Lindsay	" "
5. C. R. Messinger	" "
6. Bruno Rahn	" "
7. G. T. Shoemaker	Chicago, Ill.
8. L. T. Smith	Milwaukee, Wis.
9. Chester O. Wanvig	" "

There being no other nominations, and on motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that the Secretary be, and he hereby is instructed to cast the ballot of all stockholders present in person or by proxy for the election of the above named gentlemen to serve as Directors of the company until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

The Secretary having cast the ballot of the Stockholders as directed, the above named nine gentlemen were thereupon declared by the Chairman duly elected Directors until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

ADJOURNMENT: No other business coming before the meeting, it was, on motion duly made and seconded, adjourned.

  
Secretary.

MILWAUKEE GAS LIGHT COMPANY

STATE OF WISCONSIN, }  
MILWAUKEE COUNTY. } ss.

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
To the Stockholders of Milwaukee Gas  
Light Company:  
Notice is hereby given that the Annual  
Meeting of the Stockholders of Milwaukee  
Gas Light Company will be held, pursuant  
to the By-Laws, at the office of the com-  
pany, 626 East Wisconsin Avenue, Mil-  
waukee, Wisconsin, on the 5th day of  
February, 1940, at 10:00 o'clock, A. M.,  
for the purpose of electing Directors and  
for the transaction of such other business  
as may properly come before the meeting.  
Signed: L. T. SMITH,  
Secretary.  
MILWAUKEE, WIS.  
Dated: January 25, 1940.

...T. P. Leipzig....., being duly sworn, says that  
he is the foreman of the printers of the MILWAUKEE  
SENTINEL, which is a public newspaper of general cir-  
culation, printed and published in the City of Milwau-  
kee, in said county; that a notice, of which the printed  
one hereto attached is a true copy, was published in said  
newspaper on the following date:

January 25, 1940

that the said MILWAUKEE SENTINEL is a newspaper  
printed in the English language, and that said printed  
copy was taken from said newspaper.

Subscribed and sworn to before me  
on January 25th, 1940

*T. P. Leipzig*  
*Chas. F. Fink*

Notary Public, Milwaukee County.  
My Commission Expires Sept. 6, 1942

7270-35

Affidavit of Publication

State of Wisconsin, }  
Milwaukee County. } ss.

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
To the Stockholders of Milwaukee Gas Light  
Company:  
Notice is hereby given that the Annual  
Meeting of the Stockholders of Milwaukee  
Gas Light Company will be held, pursuant  
to the By-Laws, at the office of the com-  
pany, 626 East Wisconsin Avenue, Milwau-  
kee, Wisconsin, on the 5th day of February,  
1940, at 10:00 o'clock, A. M., for the purpose  
of electing Directors and for the transac-  
tion of such other business as may prop-  
erly come before the meeting.  
Signed: L. T. SMITH,  
Secretary.  
Milwaukee, Wis.  
Dated: January 25, 1940.

...Louis J. Gilg....., being duly sworn, says that  
he is the foreman of the printers of The Milwaukee Journal, which is a public news-  
paper of general circulation, printed and published in the city of Milwaukee, in said  
county; that a notice, of which the printed one hereto attached is a true copy, was  
published in said newspaper on the...twenty-fifth.....day of  
January....., 1940, and once in each and every ~~week~~ successive  
~~thereafter for one day successive and consecutive weeks~~ successive weeks; that the date of the last of  
such publications was the 25th.....day of January.....A. D.,  
1940; and that said publication was made once in each week for one day...  
successive weeks in all. That the said Milwaukee Journal is a newspaper printed in  
the English language and that said printed copy was taken from said newspaper.

Subscribed and sworn to before me this ..... day of  
January.....A. D., 1940

*Louis J. Gilg*  
*Notary Public, Milwaukee County, Wisconsin*  
My Commission Expires Nov. 22, 1942



## MILWAUKEE GAS LIGHT COMPANY

AFFIDAVIT

STATE OF WISCONSIN    )  
                              ) ss.  
County of Milwaukee    )

I, ETHEL M. SMITH, being duly sworn, depose and say that I am in the employ of Milwaukee Gas Light Company as Stenographer and Clerk in the office of the Secretary of said Company; that on the 23rd day of January, 1940, I had addressed and caused to be mailed, and know of my own knowledge that there was deposited in the Post Office at Milwaukee, Wisconsin, to be mailed, notices of Annual Meeting of Stockholders of Milwaukee Gas Light Company, addressed to each stockholder as his address appeared on the Stock Book of the Company at that date, and that the attached is a true copy of the notice so mailed.

Ethel M. Smith

Subscribed and sworn to before me  
this 30<sup>th</sup> day of January, 1940.

M. Luntz  
Notary Public, Milwaukee County, Wis.

My commission expires Nov. 8 1942

MILWAUKEE GAS LIGHT COMPANY

EAST WISCONSIN AVE. AT NORTH VAN BUREN ST.

MILWAUKEE

B. RAHN  
PRESIDENT  
E. HAASE  
VICE-PRESIDENT  
B. T. FRANCK  
VICE-PRESIDENT - SALES & SERVICE  
L. T. SMITH  
SECRETARY & TREASURER  
R. JOHNSON  
ASST. SECRETARY & ASST. TREASURER  
E. DICKOW  
ASST. SECRETARY & ASST. TREASURER

NOTICE OF ANNUAL MEETING

OF STOCKHOLDERS

-----

To The Stockholders of  
Milwaukee Gas Light Company.

Notice is hereby given that the Annual Meeting of the Stockholders of Milwaukee Gas Light Company will be held, pursuant to the By-Laws, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 5th day of February, 1940, at 10:00 o'clock, A.M., for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Yours very truly,



Secretary.

Dated: January 23, 1940.

## MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSFebruary 5, 1940

	<u>Number of Shares</u>
American Light & Traction Co. 105 West Adams St., Room 2200, Chicago, Ill.....	175,945
Ethel B. Scully Alden Route 4, Fort Wayne, Ind.....	18
Anderson & Co. c/o Fidelity-Philadelphia Trust Co. 135 South Broad St., Philadelphia, Pa.....	125
Arthur H. Anger 2669 N. Terrace Ave., Milwaukee, Wis.....	1
Emily B. Bayley c/o E. W. Clark & Co. 321 Chestnut St., Philadelphia, Pa.....	36
Edward F. Beatty 1517 Locust St., Philadelphia, Pa.....	3
R. B. Brown Deer Harbor, Orcas Island, Washington.....	45
Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	21
Mrs. Florence W. Colton, Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	61
Harold S. Colton Flagstaff, Arizona.....	100
Maria B. Curtis c/o Green & Beatty Gleave Hall Bldg., Media, Delaware Co., Pa.....	16
Walter Davidson 3700 W. Juneau Ave., Milwaukee, Wis.....	1
Walstein F. Douthirt 52 Williams St., New York City, N. Y.....	25
Fidelity-Philadelphia Trust Co., Harold Sellers Colton & Robt. P. Esty, Trustees u/w of Sabin W. Colton, Jr., Dec'd. c/o Fidelity-Philadelphia Trust Co., Trust Dept. 135 S. Broad St., Philadelphia, Pa.....	1,219
Lucy Ripley Fox 2015 N. Lake Drive, Milwaukee, Wis.....	72
Edward E. Gillen c/o Edw. E. Gillen Co. 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Alfred Morton Githens 101 Park Ave., New York, N.Y.....	12
Thomas S. Githens Aldan Park Manor Wissahickon & Cheltenham Aves., Gtn., Philadelphia, Pa.....	12

MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERS

FEBRUARY 5, 1940

	<u>Number of Shares</u>
Elsabeth L. Glass 925 E. Wells St., Milwaukee, Wis.....	39
Louise Gregg 2919 N. Hackett Ave., Milwaukee, Wis.....	18
Ewald Haase 626 E. Wisconsin Ave., Milwaukee, Wis.....	39
Integrity Trust Co. and Susan S. Jardella, Trustees under the will of Evaleen Y. Sullivan, Dec'd. c/o Trust Department, 16th & Walnut St., Philadelphia, Pa.....	223
John Knickerbacker 86 First St., Troy, New York.....	558
Herbert F. Lindsay 126 So. Second St., Milwaukee, Wis.....	1
Edith Madeira The Newport 16th & Spruce St., Philadelphia, Pa.....	54
C. R. Messinger c/o Chain Belt Co. 1600 West Bruce St., Milwaukee, Wis.....	1
The Fifth Ave. Bank of New York Account of Hannah S. Molony 530 Fifth Ave., New York, N. Y.....	41
Katherine M. Morris 323 West Mermaid Ave., Chestnut Hill, Philadelphia, Pa.....	54
George R. Nichols 1531 Locust St., Philadelphia, Pa.....	46
John Arthur Brown, Substituted Trustee under Will of Catharine Procter, Dec'd. 1535 Land Title Bldg., Philadelphia, Pa.....	17
Bruno Rahn 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Cornelia W. Roebbling #1 West State St., Trenton, N. J.....	1,052
Howard C. Rogers 742 - 4th Ave., Upper Troy, New York.....	3
G. T. Shoemaker c/o American Light & Traction Co. 105 West Adams St., Suite 2200, Chicago, Illinois.....	1
Louis T. Smith 626 E. Wisconsin Ave., Milwaukee, Wis.....	1



**MILWAUKEE GAS LIGHT COMPANY**  
**CERTIFIED LIST OF COMMON STOCKHOLDERS**  
**February 5, 1940**

	<u>Number of Shares</u>
George Stevens P. O. Box 506, Lowell, Mass.....	113
Chester O. Wanvig c/o Globe-Union, Inc. 900 E. Keefe Ave., Milwaukee, Wis.....	1
Mary R. White, Louis Quarles & Marshall & Ilsley Bank, Trustees of the Trust created by last will & testament of Edwin E. White, Dec'd. 721 N. Water St., Milwaukee, Wis.....	24
Total	180,000

I, L. T. SMITH, Secretary of Milwaukee Gas Light Company, a corporation organized and existing under the laws of the State of Wisconsin, do hereby certify that the above statement of Stockholders of Record of this corporation with the number of shares owned by each, represents the total issued and outstanding common capital stock of the said corporation as shown by the books of the corporation at the opening of business on the 5th day of February, 1940.

I further certify that such stockholders are entitled to vote and to cast the number of votes indicated by the number of shares on said statement.

WITNESS my hand and seal of said Corporation this  
5<sup>th</sup> day of February, 1940.

  
 \_\_\_\_\_  
 Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Milwaukee, Wisconsin  
February 5, 1940

To the Meeting of Stockholders of  
Milwaukee Gas Light Company.

The undersigned inspectors of election hereby report that they have canvassed the powers of attorney presented at the meeting and compared them with the list of stockholders of Common Stock and find that the holders of 7 shares of Common Capital Stock of the company are present in person, and the holders of 175,970 shares are present by proxy, as per the following list:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Davidson, Walter	1
Gillen, Edward E.	1
Lindsay, Herbert F.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	1
<b>Total</b>	<b>7</b>

<u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	175,945
Douthirt, Walstein F.                   "   "	25
<b>Total</b>	<b>175,970</b>
<b>Grand Total</b>	<b>175,977</b>

Signed:

*Arthur H. Anger*  
*Walter Davidson*

AMERICAN LIGHT & TRACTION COMPANY

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

MILWAUKEE GAS LIGHT COMPANY

to be held February 5 1940.

KNOW ALL MEN BY THESE PRESENTS, that AMERICAN LIGHT & TRACTION COMPANY, a corporation organized under the laws of the State of New Jersey, has made, constituted and appointed, and hereby does make, constitute, and appoint

BRUNO RAHN AND EWALD HAASE  
or either of them, its true and lawful attorneys, or attorney, for it and in its name, place and stead, to vote on all stock owned by it in MILWAUKEE GAS LIGHT COMPANY on any and all matters and questions arising at the annual meeting of the stockholders of said company to be held on February 5 1940, at 10 o'clock A.M., or any adjournment thereof, with full power of substitution in the premises, hereby ratifying and confirming all that its said attorney, or substitutes, shall lawfully do or cause to be done in the premises by virtue hereof.

In Witness Whereof, AMERICAN LIGHT & TRACTION COMPANY has caused these presents to be subscribed in its corporate name by its duly authorized officers and its corporate seal to be hereunto affixed this 24th day of January , 1940.

Attest: AMERICAN LIGHT & TRACTION COMPANY,  
*[Signature]*  
.....  
Assistant Secretary. *[Signature]*  
..... Vice President.

Signed, sealed and delivered  
in the presence of:

*[Signature]*  
.....

AMERICAN LIGHT & TRACTION COMPANY

EXTRACT FROM MINUTES OF MEETING OF  
THE EXECUTIVE COMMITTEE OF AMERICAN  
LIGHT & TRACTION COMPANY HELD IN  
NEW YORK, N. Y., JANUARY 31, 1939.

WHEREAS, It is necessary from time to time for this corporation to vote, and execute consents and otherwise act with respect to, shares of Capital stock of other corporations owned by it:


NOW, THEREFORE, BE IT RESOLVED, That the president or any vice president of this corporation be and he hereby is authorized to execute from time to time, in the name and on behalf of this corporation, (a) proxies (in form approved by the president or vice president of this corporation, as the case may be) authorizing the president or any vice president of any corporation of which this corporation is a shareholder to vote all or any part of the shares of Capital stock of such corporation owned by this corporation at any and all meetings of the shareholders of such corporation (including the right of the proxy or proxies to appoint a substitute or substitutes), and (b) consents with respect to any such shares of Capital stock.

---

I, L. H. HEINKE, hereby certify that I am secretary of American Light & Traction Company, a corporation of the State of New Jersey.

I further certify that the above is a true and correct copy of a preamble and resolution adopted at the meeting of the executive committee of this company held in New York, N. Y., January 31, 1939, at which a quorum was present.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the corporation this sixth day of February, 1939.

  
\_\_\_\_\_  
Secretary  
American Light & Traction Company



PROXY FOR ANNUAL MEETING OF STOCKHOLDERS  
of  
MILWAUKEE GAS LIGHT COMPANY  
to be held February 5, 1940.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has made, constituted and appointed, and hereby does constitute and appoint B. RAHN and L. T. SMITH, or either of them, his true and lawful attorneys or attorney, for him and in his name, place and stead, to vote on all stock held by him in the Milwaukee Gas Light Company, on any and all matters and questions arising at the annual meeting of the stockholders of said Company to be held on the fifth day of February, 1940, at 10:00 o'clock A. M., or any adjournment thereof, as fully as he could do if personally present, with full power of substitution in the premises, hereby ratifying and confirming all that his said attorneys, or their substitutes, shall lawfully do or cause to be done in the premises by virtue thereof.

This proxy is given without solicitation made by or on behalf of said Company or its management, directly or indirectly.

Dated, January 24, 1940.

Walter F. Dutton

In the presence of

R. Kenneth

# MILWAUKEE GAS LIGHT COMPANY

## Annual Meeting of the

### Board of Directors

---

Milwaukee, Wis., Feb. 5, 1940 -  
10:55 A.M.

Pursuant to the By-Laws, the annual meeting of the Directors of the Milwaukee Gas Light Company was held immediately following the annual meeting of the Stockholders, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 5, 1940, at 10:55 A.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. C. R. Messinger and G. T. Shoemaker.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on January 15, 1940, which were read and approved.

ELECTION OF OFFICERS: The meeting then proceeded to the election of officers of the company for the ensuing year. The following names were placed in nomination by Mr. Rahn:

Bruno Rahn	President
Ewald Haase	Vice President
Bernard T. Franck	Vice Pres. in Charge of Sales and Service
Louis T. Smith	Secretary & Treasurer
Paul J. Imse	Asst. Secy. & Asst. Treas.
Robert Johnson	Asst. Secy. & Asst. Treas.
Thomas M. Leahy	Asst. Secretary
J. F. McEllen	Asst. Secretary

There being no other nominations, on motion of Mr. Wanvig, seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominees, which was accordingly done, and thereupon the Chairman declared the above named as officers of the company to serve until the next annual meeting of the Directors, or until their successors shall be elected and qualified.

## MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of the Board of Directors - 2/5/40.

SALARIES OF OFFICERS: On motion of Mr. Anger, duly seconded and unanimously adopted, it was

RESOLVED, that the annual salaries of the officers listed below be the amounts set opposite their respective names and effective on the dates specified, payable monthly:

Bruno Rahn	President	\$25,000	Feb. 1-1940
B. T. Franck	Vice Pres. in Charge of Sales & Service	10,000	Feb. 1-1940
Louis T. Smith	Secretary & Treasurer	8,000	Jan. 1-1940
Paul J. Imse	Asst. Secy. & Asst. Treas.	5,400	Feb. 1-1940
Robert Johnson	Asst. Secy. & Asst. Treas.	5,400	Feb. 1-1940

APPOINTMENT OF COUNSEL: On motion of Mr. Anger, duly seconded, Miller, Mack & Fairchild were appointed Counsel of the company with a retainer fee of \$12,000 per annum.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of March, 1940, to stockholders of record at the close of business on the 24th day of February, 1940, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

DEATH OF MR. FRED ROGERS: The President reported the death of Director Fred W. Rogers, who died on Tuesday, January 30, 1940, at the age of 91. He was a director of this company continuously for 27½ years, having been elected to that office July 1-1912. The President requested Mr. Anger and Mr. Lindsay to constitute a committee to draft suitable resolutions, and when adopted by the Board, such resolutions be spread upon the records of the company and a copy of the same be conveyed to the bereaved family of the deceased.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. P. Smith*  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors  
-----Milwaukee, Wis., March 25-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, March 25, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. Davidson, H. Lindsay, C. R. Messinger, B. Rahn, G. T. Shoemaker and L. T. Smith.

DIRECTORS ABSENT: Messrs. A. Anger, E. Gillen and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 5, 1940, which were read and approved.

REPORT: The financial and operating report of the company for the month of February was submitted and after discussion ordered filed.

COMMON STOCK DIVIDEND: Upon motion of Mr. Messinger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.), payable on the 27th day of March, 1940, to stockholders of record at the close of business on the 25th day of March, 1940, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

DONATION TO MILWAUKEE HOSPITAL CAMPAIGN FUND: The President presented the appeal of the Milwaukee Hospital for funds to obtain a maternity section providing facilities for 1,200 babies annually, and to build an addition to the Deaconess Home. After discussion, and upon motion of Mr. Shoemaker, duly seconded, it was unanimously



## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 3/25/40 (Cont.)

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of Two Hundred Dollars (\$200.00) to the Milwaukee Hospital Campaign Fund.

DONATION TO THE SALVATION ARMY BUILDING FUND: The President also informed the Board that the Salvation Army is raising a fund for the building of what will be known as the "Evangeline Residence" for working girls. After discussion, and upon motion of Mr. Shoemaker, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a donation of not more than One Hundred Dollars (\$100.00) to the Salvation Army fund for the building of "Evangeline Residence" for working girls.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., April 15-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, April 15, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. Davidson, Edw. E. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. A. Anger, C. R. Messinger and G. T. Shoemaker.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on March 25, 1940, which were read and approved.

REPORT: The financial and operating report of the company for the month of March was submitted and after discussion ordered filed.

SUBSCRIPTION TO THE CITIZENS' BUREAU OF MILWAUKEE: The President presented the appeal of the Citizens' Bureau of Milwaukee for financial support of its work. After discussion, and upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that the proper officers be,  
and they are hereby authorized to make a subscription of One Hundred Fifty Dollars (\$150.)  
to the Citizens' Bureau of Milwaukee.

AUTHORIZATION FOR EXECUTION OF LEASE OF SAFE  
AND FOR ACCESS - BANK OF MANHATTAN SAFE DE-  
POSIT COMPANY - NEW YORK:

The President stated that the vaults of The National City Safe Deposit Company at 44 Wall Street (41-45 Pine Street), New York, N. Y., in which this Company now rents a safe will be shortly taken over by another bank with which neither the Company nor its parent, American Light & Traction Company, has had any relations, and that the personnel of the New York office of the parent company had suggested that authority be given to rent a safe in the vaults of the Bank of Manhattan Safe Deposit Company at 40 Wall Street (31 Pine Street).

MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 4/15/40 (Cont.)

On motion of Mr. Lindsay, duly seconded and unanimously adopted, it was

RESOLVED, That W. F. Douthirt, who is hereby appointed as the Attorney in Fact for the purpose, be and he is hereby authorized and directed to enter into a lease with BANK OF MANHATTAN SAFE DEPOSIT COMPANY of a safe in said Safe Deposit Company's vaults at No. 40 Wall Street (31 Pine Street), New York, N. Y., the lease to be in such form as said Attorney in Fact may approve by signing the same;

FURTHER RESOLVED, That access to such safe shall be had, subject to the rules and regulations of said Safe Deposit Company, by any two of the following seven persons:

W. F. Douthirt  
L. H. Heinke  
Thomas M. Leahy  
J. F. McEllen  
Bruno Rahn  
Louis T. Smith  
Wm. G. Woolfolk

when any two of such persons are each in the presence of the other;

AND WHEREAS, to facilitate audits by certified public accountants, or other accountants, it may from time to time be advisable to require said Safe Deposit Company to seal said safe and refuse access thereto,

FURTHER RESOLVED, That from time to time, upon the written order of any one of the seven persons hereinbefore named, said Safe Deposit Company shall seal said safe at such time and refuse access thereto for such period as shall be designated in the order (provided, however, that any such order may be rescinded at any time by the written order of any two of said seven persons); and if said Safe Deposit Company shall at any time so seal said safe it shall give written certificate to such accountants as shall be named in the order under which said safe was sealed, that said safe was not opened during a period beginning with the date when sealed and ending on a later date which shall be stated in such certificate;

FURTHER RESOLVED, That the foregoing resolutions shall continue in force until express written notice of their rescission has been received by the said Safe Deposit Company;

## MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 4/15/40 (Cont.)

FURTHER RESOLVED, That said Safe Deposit Company be furnished with a certified copy of the foregoing resolutions as its authority in the premises.

On motion of Mr. Lindsay, duly seconded and unanimously adopted, it was

RESOLVED, That when arrangements have been completed for renting a safe in the vaults of the Bank of Manhattan Safe Deposit Company, the persons authorized to have access to Safe No. 233 in the vaults of The National City Safe Deposit Company be and they hereby are directed to cause the contents of same to be removed and placed in the safe of the vaults of the Bank of Manhattan Safe Deposit Company, and report their action to a future meeting of the Board.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.



## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., May 20, 1940 -  
4:00 P.M.

There being no quorum present, the meeting adjourned  
to Monday, May 27, 1940, at 4:00 o'clock P.M.



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Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Adjourned Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., May 27, 1940 -  
4:00 P.M.

The adjourned regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, May 27, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Edw. E. Gillen, H. Lindsay, C. R. Messinger, B. Rahn, L. T. Smith and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on April 15, 1940, which were read and approved.

RESIGNATION OF MR. G. T. SHOEMAKER: Mr. G. T. Shoemaker tendered his resignation as a member of this Board to take effect immediately.

Upon motion of Mr. Anger, the following resolution was unanimously adopted:

RESOLVED, that the resignation of Mr. G. T. Shoemaker as a member of the Board of Directors of this company, be accepted to take effect immediately, and that his letter of resignation be placed on file.

The letter of resignation is appended to these minutes as page # 84.

FILLING OF VACANCY IN BOARD CAUSED BY RESIGNATION: Thereupon, Mr. Frank L. Conrad was nominated to succeed Mr. G. T. Shoemaker as a Director, and as there were no other nominations, on motion of Mr. Wanvig, seconded by Mr. Lindsay, the Secretary was instructed to cast a unanimous ballot for the election of Mr. Frank L. Conrad as a Director, to serve until the next annual meeting of the stockholders, or until his successor shall be elected and qualified.

REPORT: The financial and operating report of the company for the month of April was submitted and after discussion ordered filed.

## MILWAUKEE GAS LIGHT COMPANY

-2- Adjourned Regular Meeting of the Board of Directors - 5/27/40 (Cont.)

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded,  
it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent ( $1\frac{3}{4}\%$ ) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of June, 1940, to stockholders of record at the close of business on the 25th day of May, 1940, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

SAFE DEPOSIT BOX - BANK OF MANHATTAN SAFE DEPOSIT  
COMPANY, NEW YORK:

The Secretary reported that in accordance with the resolution passed by the Board of Directors at their regular meeting held April 15, 1940, the contents of Safe No. 233 at The National City Safe Deposit Company were removed, on April 29, 1940, by Mr. W. F. Douthirt and Mr. J. F. McEllen and deposited in Safe No. 4053 at the Bank of Manhattan Safe Deposit Company, 40 Wall Street, New York. Contents are described as follows:

## MILWAUKEE GAS LIGHT COMPANY

First Mortgage Gold Bonds  $4\frac{1}{2}\%$  Series due 1967

Nos. M 13835/14000	166 @ \$1000	\$ 166,000
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Live bonds, signed by officers of Company and authenticated by Trustee. Coupon No. 10, due March 1, 1932, and all subsequent coupons attached.

These bonds are part of the \$5,000,000, Nos. M 11501/16500, furnished by the Security Bank Note Company in 1931.

Coupons No. 1, due September 1, 1927, to No. 9 due September 1, 1931, were cremated by the Bank Note Company. Cremation certificates were furnished to The Union Trust Company, Trustee, and to our Company. See letter of January 2, 1932, Mr. W. F. Douthirt to Mr. E. Haase, and Mr. Haase's acknowledgment of January 11, 1932.

Nos. M 14001/16500	2500 @ \$1000	\$2,500,000
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These are bond heads only and are not signed by officers of Company and no coupons are attached.

## MILWAUKEE GAS LIGHT COMPANY


-3- Adjourned Regular Meeting of the Board of Directors - 5/27/40 (Cont.)

OLD EMPLOYEE: The President submitted for consideration the case of George Ellinger, an old employe now physically unable to continue at his work. Mr. Ellinger was employed in the Meter Reading Division; age 75 years, and was in the employ of the company 37 years. The record of this employ is on file in the Pay Roll Department.

Upon motion of Mr. Messinger, duly seconded, it was unanimously

RESOLVED, that George Ellinger be retired from duty, and that until further action by this Board he be given an allowance of Forty Dollars (\$40.00) per month, beginning July 1, 1940, chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

## THE UNITED LIGHT AND POWER SERVICE COMPANY

SUITE 2200

105 WEST ADAMS STREET

CHICAGO, ILLINOIS

G. T. SHOEMAKER  
PRESIDENTTELEPHONE  
DEARBORN 3540

May 20, 1940

RECEIVED BY B. R.

MAY 21 1940

ANSWERED.....

Mr. Bruno Rahn, President,  
The Milwaukee Gas Light Company,  
Milwaukee, Wisconsin.

Dear Mr. Rahn:

Effective immediately I resign as a director of  
your company.

Very truly yours,

GTS:C  
FH



MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., June 17-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, June 17, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Edw. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. L. Conrad and C. R. Messinger.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on May 27, 1940, which were read and approved.

REPORT: The financial and operating report of the company for the month of May was submitted and after discussion ordered filed.

THE WISCONSIN TAXPAYERS ALLIANCE: The President reported that on June 12, 1940, he had renewed a subscription to The Wisconsin Taxpayers Alliance in the amount of \$250.00. Upon motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the action of the President in renewing a subscription to The Wisconsin Taxpayers Alliance in the amount of Two Hundred Fifty Dollars (\$250.00) be, and the same is hereby approved and confirmed.

CHANGE IN SALARY OF OFFICER: On motion of Mr. Davidson, duly seconded and unanimously adopted, it was

RESOLVED, that the salary of Mr. Robert Johnson, Assistant Secretary and Assistant Treasurer, be increased from Fifty-four Hundred Dollars (\$5,400.00) to Fifty-seven Hundred Dollars (\$5,700.00) per annum, beginning June 1, 1940, payable monthly.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 6/17/40 (Cont.)

AMERICAN RED CROSSWIS. CITIZENS' MILITARY TRAINING CAMP ASS'N.WIS. CITIZENS' PUBLIC EXPENDITURE BUREAU

The meeting then proceeded to consider the appeals of the several organizations listed above for financial support of their work. After discussion, the following resolutions were unanimously adopted:

On motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of Five Hundred Dollars (\$500.00) to the American Red Cross for European War Relief.

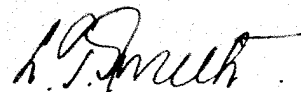
On motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of One Hundred Dollars (\$100.00) to the Wisconsin Citizens' Military Training Camp Association.

On motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a subscription of Four Hundred Dollars (\$400.00) to the Wisconsin Citizens' Public Expenditure Bureau.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., July 15-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, July 15, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Edw. Gillen, H. Lindsay, C. R. Messinger, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Mr. F. L. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on June 17, 1940, which were read and approved.

REPORT: The financial and operating report of the company for the month of June was submitted and after discussion ordered filed.

ADDITIONAL DONATION TO AMERICAN RED CROSS: The meeting then proceeded to discuss the second appeal of the Red Cross for funds to carry on the relief work it is now doing in connection with the European war. Originally the appeal was for a fund of \$10,000,000.00, of which \$140,000.00 was set as the quota for Milwaukee to raise. Due to the widespread suffering among the civilian population of Europe, the Red Cross now finds this amount inadequate and have doubled their appeal to \$20,000,000.00. Likewise, the quota for Milwaukee to raise has been set at \$280,000.00.

It was the opinion of the members present that the company make an additional donation of \$500.00, thereby increasing its total donation to \$1,000.00. Therefore, on motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make an additional donation of Five Hundred Dollars (\$500.00) to the American Red Cross for European War Relief.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. T. Smith*

Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., August 19-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, August 19, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. F. Conrad, A. Anger, W. Davidson, E. Gillen, H. Lindsay, C. R. Messinger, B. Rahn, L. T. Smith and C. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on July 15, 1940, which were read and approved.

REPORT: The balance sheet of the company as of July 31, 1940, and an income and profit and loss statement for the seven months ending July 31, 1940, together with pertinent data and comparative statistics, were presented and considered. After discussion the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of September, 1940, to stockholders of record at the close of business on the 26th day of August, 1940, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

OLD EMPLOYES: The President then submitted for consideration the cases of Miss K. Louise Kliegel and Miss Alma Haase, employes of the company now physically unable to continue at their work. He recommended that these two employes be retired from active service and that in appreciation of the service rendered in the many years of their employment they each be given a welfare allowance of \$30.00 per month until further action of this Board.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 8/19/40 (Cont.)

Miss K. Louise Kliegel, who is employed as a clerk in the office of the Service Department, is 62 years of age and has been in the employ of the company continuously since September, 1904, or 36 years.

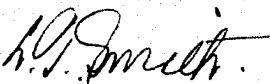
Miss Alma Haase, who is employed as the Chief in Charge of the Mailing Division, is 62 years of age and has been in the employ of the company continuously since December, 1902, or 38 years.

Complete records of these two employes are on file in the Pay Roll Department.

Upon motion of Mr. Messinger, duly seconded, it was unanimously

RESOLVED, that Miss K. Louise Kliegel and Miss Alma Haase, old employes of this company, be retired from duty, and until further action by this Board they each be given an allowance of Thirty Dollars (\$30.00) per month, effective September 1, 1940, in the case of Miss K. Louise Kliegel, and effective October 1, 1940, in the case of Miss Alma Haase, both amounts chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.



## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., September 16-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, September 16, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. W. Davidson, Ed. Gillen, H. Lindsay, C. R. Messinger, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. L. Conrad and A. Anger.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on August 19, 1940, which were read and approved.

REPORT: The balance sheet of the company as of August 31, 1940, and an income and profit and loss statement for the eight months ending August 31, 1940, together with pertinent data and comparative statistics, were presented and considered. After discussion the reports were ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion of Mr. Messinger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of Two Percent (2%) on the Common Stock of the corporation, amounting to One Hundred Eighty Thousand Dollars (\$180,000.), payable on the 19th day of September, 1940, to stockholders of record at the close of business on the 18th day of September, 1940, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 9/16/40 (Cont.)

SUBSCRIPTION TO THE MILWAUKEE COUNTY COMMUNITY FUND: The President presented the appeal of the Milwaukee County Community Fund and after full discussion, and upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a subscription of Five Thousand Dollars (\$5,000.00) to the Milwaukee County Community Fund for the fiscal year ending October 1-1941.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. G. Smith*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

## Regular Meeting of the

Board of Directors  
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Milwaukee, Wis., October 21-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, October 21, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and C. R. Messinger.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on September 16, 1940, which were read and approved.

REPORT: The balance sheet of the company as of September 30, 1940, and an income and profit and loss statement for the nine months ending September 30, 1940, together with pertinent data and comparative statistics, were presented and considered. After discussion the reports were ordered placed on file.

OLD EMPLOYEE: The President submitted for consideration the case of Frank W. Kemp, an old employe now physically unable to continue at his work. Mr. Kemp was employed in a supervisory capacity as mason foreman; age 71 years, and was in the employe of the company 36 years. The record of this employe is on file in the Payroll Department.

Upon motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that Frank W. Kemp be retired from duty and that until further action by this Board he be given an allowance of Sixty Dollars (\$60.00) per month, beginning October 1, 1940, chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. T. Smith*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., November 18-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, November 18, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Ed. Gillen, H. Lindsay, C. R. Messinger, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Mr. F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on October 21, 1940, which were read and approved.

REPORT: The balance sheet of the company as of October 31, 1940, and an income and profit and loss statement for the ten months ending October 31, 1940, together with pertinent data and comparative statistics, were presented and considered. After discussion the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.00), payable on the 1st day of December, 1940, to stockholders of record at the close of business on the 25th day of November, 1940, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

MILWAUKEE GAS LIGHT COMPANY

94

Regular Meeting of the

Board of Directors  
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Milwaukee, Wis., December 16-1940  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, December 16, 1940, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. L. Conrad and C. R. Messinger.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on November 18, 1940, which were read and approved.

REPORT: The Balance sheet of the company as of November 30, 1940, and an income and profit and loss statement for the eleven months ending November 30, 1940, together with pertinent data and comparative statistics, were presented and considered. After careful discussion, and due to the limited amount of cash available, it was agreed that no dividends on the Common Stock of the company be declared at this time. The reports were ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.



## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the

Board of Directors  
-----Milwaukee, Wis., January 20-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, January 20, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and C. R. Messinger.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on December 16, 1940, which were read and approved.

REPORT: The Balance sheet of the company as of December 31, 1940, and an income and profit and loss statement for the twelve months ending December 31, 1940, together with pertinent data and comparative statistics, were presented and considered. After discussion the reports were ordered placed on file.

OLD EMPLOYEE: The President submitted for consideration the case of Henry E. Beermann, an old employe now physically unable to continue at his work. Mr. Beermann was employed in the Customers' Accounting Division; age 68 years, and was in the employ of the company 48 years. The record of this employe is on file in the Payroll Department.

Upon motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that Henry E. Beermann be retired from duty and that until further action by this Board he be given an allowance of Forty-five Dollars (\$45.00) per month, beginning February 1, 1941, chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. T. Smith*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of Stockholders

Milwaukee, Wis., Feb. 3, 1941 -  
10:00 A.M.

Pursuant to the By-Laws and at least ten days' notice published in the Milwaukee Sentinel and The Milwaukee Journal, as per proofs of publication on file, and ten days' notice mailed to the common stockholders individually, the annual meeting of the stockholders of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 3, 1941 at 10:00 o'clock A.M.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

PROOF OF NOTICE OF MEETING: The Secretary reported that notice of this meeting had been given in at least two of the daily newspapers published in the City of Milwaukee, as required by the By-Laws, and submitted affidavit of T. P. Leipzig, dated January 22, 1941, in proof of publication in the Milwaukee Sentinel, and affidavit of Louis J. Gilg, dated January 24, 1941, in proof of such publication in The Milwaukee Journal; that notice of this meeting had been mailed to each common stockholder on January 21, 1941, and submitted affidavit of Ethel M. Smith, dated January 22, 1941, in proof of such mailing. Said affidavits were ordered filed and are appended to these minutes as pages 99 to 101 inclusive.

STOCKHOLDERS PRESENT: A certified alphabetical list of the common stockholders of the corporation was presented, and upon call of the list it was found that there were present in person or represented by proxy common stockholders of the corporation as follows:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Davidson, Walter	1
Gillen, Edward E.	1
Lindsay, Herbert F.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	1
Total	7
<u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	175,944
Douthirt, Walstein F.                   "       "	25
Knickerbacker, John, by Norman W. Eiseman	558
Total	176,527
Grand Total	<u>176,534</u>